

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jan 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P37841 (4)
1. Corporation Name
VARTEC TELECOM, INC.

Principal Place of Business 3200 W PLEASANT RUN RD LANCASTER TX 75146 US	Mailing Address 3200 W PLEASANT RUN RD LANCASTER TX 75146 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/06/1992	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 75-2280200	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		83	
		84	City
		FL	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P MITCHELL, A. JOE JR. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3200 W. PLEASANT RUN RD.	1.2 NAME	
STREET ADDRESS	LANCASTER TX	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	* SEE ATTACHED *
TITLE	V FRANK, WALTER J JR <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1309 LOUISVILLE AVENUE	2.2 NAME	
STREET ADDRESS	MONROE LA	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S CHAFIN, ROBERT F. <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	700 S WEST ST.	3.2 NAME	
STREET ADDRESS	JACKSON MS	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VP HUGHES, RON L <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3200 W PLEASANT RUN RD	4.2 NAME	
STREET ADDRESS	LANCASTER TX	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VP COOK, JOE <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3200 W PLEASANT RUN RD	5.2 NAME	
STREET ADDRESS	LANCASTER TX	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	ASVP HOFFMAN, MICHAEL G <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3200 W PLEASANT RUN RD	6.2 NAME	
STREET ADDRESS	LANCASTER TX	6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)

CURRENT OFFICERS AND DIRECTORS OF VARTEC TELECOM, INC.
EFFECTIVE: MAY 23, 1997

OFFICER	DIRECTOR	NAME	ADDRESS	TELEPHONE
President	2/27/89*	A. Joe Mitchell, Jr.	3200 W. Pleasant Run Road Lancaster, TX 75146	(972) 230-7200
Executive Vice President	3/03/90*	Walter J. Frank, Jr.	1309 Louisville Avenue Monroe, LA 71201	(318) 387-3749
Vice President		Joe Cook	3200 W. Pleasant Run Road Lancaster, TX 75146	(972) 230-7200
Vice President and Assistant Secretary		Michael G. Hoffman	3200 W. Pleasant Run Road Lancaster, TX 75146	(972) 230-7200
Vice President		Ron L. Hughes	3200 W. Pleasant Run Road Lancaster, TX 75146	(972) 230-7200
Vice President		Connie F. Mitchell	3200 W. Pleasant Run Road Lancaster, TX 75146	(972) 230-7200
Treasurer		Gary D. Egger	3200 W. Pleasant Run Road Lancaster, TX 75146	(972) 230-7200
Assistant Treasurer		Robert J. Healea	236 E. Capitol Street, 6th Floor Jackson, MS 39201	(601) 354-9070
Secretary	3/03/90*	Robert F. Chafn	700 South West Street Jackson, MS 39205-0940	(601) 353-9118
N/A	5/21/93*	Joseph D. Fail	27 South 2nd Street Bay Springs, MS 39422	(601) 764-2195
N/A	5/21/93*	Nancy W. Fail	27 South 2nd Street Bay Springs, MS 39422	(601) 764-2195

Current officers serve until successors are appointed.

* Date of initial election to Board of Directors