

No. 98309	Idaho Corporation Annual Report Form	2. Registered Agent and Office NOT A P.O. BOX CY CORPORATION SYSTEM
Return To	Due No Later Than November 30, 1995	300 N 6TH ST
Secretary of State 700 W Jefferson P.O. Box 83720 Boise, ID, 83720-0080 * FIRST NOTICE * NO FEE REQUIRED	1 Mailing Address -- Please Correct if Not Correct IN-FLIGHT PHONE CORPORATION ONE TOWER LN #2300 OAKBROOK IL 60181	BOISE ID 83702 3. Incorporated Under The Laws of DE NO: 96309

4. Names and Addresses of Officers and Directors

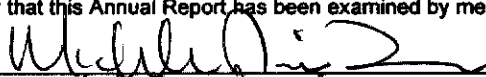
	Name	Street or P.O. Address	City	State	Postal Code
President:	Phil Bakes	One Tower Lane #2300	Oakbrook Terrace, IL	IL	60181
Secretary:	Michael Nissenbaum	One Tower Lane #2300	Oakbrook Terrace, IL	IL	60181
Directors:	Sandra Gochen Mastis	One Tower Lane #2300	Oakbrook Terrace, IL	IL	60181
	Frank Kozell	2400 N. Glenville	Richardson, Texas	Texas	75082
	Talat Othman	3800 N. Wilke, Suite 455	Arlington Heights, IL	IL	60004
	Michael Rohlf	3800 N. Wilke, Suite 455	Arlington Heights, IL	IL	60004
	Michael Rowny	1801 Pennsylvania Ave N.W.	Washington, DC	DC	20006

5. Nature of Business

Air to ground
Communications

6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.

Signature



Date

8/3/95

Name
(Typed or Printed)

Michael K. Nissenbaum

Title

CEO