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CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 14 PM 12:03

DOCUMENT # 857119 (2)

1. Corporation Name

BELLSOUTH ADVERTISING & PUBLISHING CORPORATION

Principal Place of Business	Mailing Address
59 EXECUTIVE PARK DRIVE ROOM430 ATLANTA GA 30329	59 EXECUTIVE PARK DRIVE ROOM430 ATLANTA GA 30329

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 59 Executive Park South	26 59 Executive Park South
Suite, Apt. #, etc. 22 Suite 430	Suite, Apt. #, etc. 27 Suite 430
City & State 23 Atlanta, GA	City & State 28 Atlanta, GA
Zip 24 30329 — Country 25 USA	Zip 29 30329 — Country 30 USA

3. Date Incorporated or Qualified: 07/15/1983
3a. Date of Last Report: 02/22/1994
4. FEI Number: 51-0270774 — [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under S. 199.032 Florida Statutes. [X] Yes [ ] No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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 617.0502, 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 ______ DATE ______

12. OFFICERS AND DIRECTORS

Field	Officer
TITLE	P
NAME	PEROZZI, DONALD J.
STREET ADDRESS	59 EXEC. PK. DR. SOUTH
CITY-ST-ZIP	ATLANTA GA
TITLE	V
NAME	CANNON, BILLY T.
STREET ADDRESS	59 EXEC. PK. DR. SOUTH
CITY-ST-ZIP	ATLANTA GA
TITLE	V
NAME	CRAIN, MICHAEL R.
STREET ADDRESS	59 EXEC. PK. DR. SOUTH
CITY-ST-ZIP	ATLANTA GA
TITLE	SVP
NAME	SGROSSO, VINCENT L.
STREET ADDRESS	59 EXEC. PK. DR. SOUTH
CITY-ST-ZIP	ATLANTA GA
TITLE	T
NAME	LANDIS, JOAN C.
STREET ADDRESS	59 EXECUTIVE PARK SOUTH
CITY-ST-ZIP	ATLANTA GA
TITLE	VPCF
NAME	LEMOND, G. FRANK
STREET ADDRESS	59 EXECUTIVE PARK SOUTH
CITY-ST-ZIP	ATLANTA GA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Field	Entry	Change	Addition
1 TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ]	[ ]
2 TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ]	[ ]
3 TITLE	Vice President	[X]	[ ]
3 NAME	Cleveland D. Whatley		
3 STREET ADDRESS	59 Executive Park South		
3 CITY-ST-ZIP	Atlanta, GA 30329		
4 TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ]	[ ]
5 TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ]	[ ]
6 TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ]	[ ]

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and 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: [signature]

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Philip W. White Assistant Secretary

February 3, 1995 (404)982-7272
Date

0300002 FP