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FILED
Feb 26 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 857119 (2)

1. Corporation Name
BELLSOUTH ADVERTISING & PUBLISHING CORPORATION



Principal Place of Business: **59 EXECUTIVE PARK SOUTH SUITE 430 ATLANTA GA 30329 US**

Mailing Address: **59 EXECUTIVE PARK SOUTH SUITE 430 ATLANTA GA 30329-2208 US**

3. Date Incorporated or Qualified 07/15/1983		3a. Date of Last Report 02/09/1996	
4. FEI Number 51-0270774		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

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 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 _____ DATE _____
(NOTE: Registered Agent Signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEROZZI, DONALD J.	1.2 NAME	
STREET ADDRESS	59 EXEC. PK. DR. SOUTH	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CANNON, BILLY T.	2.2 NAME	
STREET ADDRESS	59 EXEC. PK. DR. SOUTH	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NMANSELL, BARRY E	3.2 NAME	Mansell, Barry E.
STREET ADDRESS	59 EXECUTIVE PARK S	3.3 STREET ADDRESS	59 Exec. Pk. Dr. South
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THOMPSON, DANIEL J JR	4.2 NAME	
STREET ADDRESS	59 EXEC. PK. DR. SOUTH	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DETELEFS, SUZANNE H	5.2 NAME	
STREET ADDRESS	59 EXECUTIVE PARK SOUTH	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	5.4 CITY-ST-ZIP	
TITLE	VPCF <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEMOND, G. FRANK	6.2 NAME	
STREET ADDRESS	59 EXECUTIVE PARK SOUTH	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	6.4 CITY-ST-ZIP	

14. I do 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 on Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **Daniel J. Thompson, Jr.** Date: **2/14/97** Daytime Phone: **(404)982-7275**

CR2E034 (9/96)