

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

FILED

Feb 11 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 # 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 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 07/15/1983 4. FEI Number 51-0270774 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No
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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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	1.1 TITLE	B D P, D
NAME	PEROZZI, DONALD J.	1.2 NAME	Suzanne H. Detlefs
STREET ADDRESS	59 EXEC. PK. DR. SOUTH	1.3 STREET ADDRESS	59 Executive Park South
CITY-ST-ZIP	ATLANTA GA	1.4 CITY-ST-ZIP	Atlanta, GA 30329
TITLE	V	2.1 TITLE	V
NAME	CANNON, BILLY T.	2.2 NAME	Elizabeth H. Ruf
STREET ADDRESS	59 EXEC. PK. DR. SOUTH	2.3 STREET ADDRESS	59 Executive Park South
CITY-ST-ZIP	ATLANTA GA	2.4 CITY-ST-ZIP	Atlanta, GA 30329
TITLE	V	3.1 TITLE	V
NAME	MANSELL, BARRY E	3.2 NAME	Ronald E. Frieson
STREET ADDRESS	59 EXEC PK DR S	3.3 STREET ADDRESS	59 Executive Park South
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	Atlanta, GA 30329
TITLE	VS	4.1 TITLE	C
NAME	THOMPSON, DANIEL J JR	4.2 NAME	Donald J. Perozzi
STREET ADDRESS	59 EXEC. PK. DR. SOUTH	4.3 STREET ADDRESS	59 Executive Park South
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	Atlanta, GA 30329
TITLE	V	5.1 TITLE	D
NAME	DETLEFS, SUZANNE H	5.2 NAME	Mark E. Droegge
STREET ADDRESS	59 EXECUTIVE PARK SOUTH	5.3 STREET ADDRESS	1155 Peachtree St., NE
CITY-ST-ZIP	ATLANTA GA	5.4 CITY-ST-ZIP	Atlanta, GA 30367-6000
TITLE	VPCF	6.1 TITLE	D
NAME	LEMOND, G. FRANK	6.2 NAME	William F. Reddersen
STREET ADDRESS	59 EXECUTIVE PARK SOUTH	6.3 STREET ADDRESS	500 Northpark Town Center
CITY-ST-ZIP	ATLANTA GA	6.4 CITY-ST-ZIP	Atlanta, GA 30328

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, and in an attachment with an address.

SIGNATURE: _____ 2/3/98 404.982.7275

CR2E034 (10/97)