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**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

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**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24)
2a. Mailing Address (25-29)

3. Date Incorporated or Qualified: **07/15/1983**
4. FEI Number: **51-0270774**
6. Certificate of Status Desired: \$8.75 Additional Fee Required
8. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. 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 (81-85)

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: _____ (NOTICE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE: P	PEROZZI, DONALD J. 59 EXEC. PK. DR. SOUTH ATLANTA GA	1.1 TITLE: B D P, D 1.2 NAME: Suzanne H. Detlefs 1.3 STREET ADDRESS: 59 Executive Park South 1.4 CITY-ST-ZIP: Atlanta, GA 30329
TITLE: V	CANNON, BILLY T. 59 EXEC. PK. DR. SOUTH ATLANTA GA	2.1 TITLE: V 2.2 NAME: Elizabeth H. Ruf 2.3 STREET ADDRESS: 59 Executive Park South 2.4 CITY-ST-ZIP: Atlanta, GA 30329
TITLE: V	MANSELL, BARRY E 59 EXEC PK DR S ATLANTA GA	3.1 TITLE: V 3.2 NAME: Ronald E. Frieson 3.3 STREET ADDRESS: 59 Executive Park South 3.4 CITY-ST-ZIP: Atlanta, GA 30329
TITLE: VS	THOMPSON, DANIEL J JR 59 EXEC. PK. DR. SOUTH ATLANTA GA	4.1 TITLE: C 4.2 NAME: Donald J. Perozzi 4.3 STREET ADDRESS: 59 Executive Park South 4.4 CITY-ST-ZIP: Atlanta, GA 30329
TITLE: V	DETLEFS, SUZANNE H 59 EXECUTIVE PARK SOUTH ATLANTA GA	5.1 TITLE: D 5.2 NAME: Mark E. Droege 5.3 STREET ADDRESS: 1155 Peachtree St., NE 5.4 CITY-ST-ZIP: Atlanta, GA 30367-6000
TITLE: VPCF	LEMOND, G. FRANK 59 EXECUTIVE PARK SOUTH ATLANTA GA	6.1 TITLE: D 6.2 NAME: William F. Reddersen 6.3 STREET ADDRESS: 500 Northpark Town Center 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, with an attachment with an address.

SIGNATURE: *[Signature]* 2/3/98 404.982.7275

CR2E034 (10/97)