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Secretary of State

PROFIT CORPORATION ANNUAL REPORT
1997

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

DOCUMENT # **F93000005571 (5)**

1. Corporation Name
BELLSOUTH CELLULAR NATIONAL MARKETING, INC.

Principal Place of Business	Mailing Address
1100 PEACHTREE ST. SUITE 910 ATLANTA GA 30309	1100 PEACHTREE ST. SUITE 910 ATLANTA GA 30309

3. Date Incorporated or Qualified: 12/08/1993
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip / Country 24 / 25	Zip / Country 29 / 30

4. FEI Number: 58-2083646 ☐ 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 ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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: _____ (Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	☐ DELETE	1.1 TITLE	SEE SCHEDULE ATTACHED	☐ Change ☐ Addition
NAME	HAMM, CHARLES S		1.2 NAME		
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000		1.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30309		1.4 CITY-ST-ZIP		
TITLE	V	☐ DELETE	2.1 TITLE		☐ Change ☐ Addition
NAME	HOLCOMB, BENJAMIN F		2.2 NAME		
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000		2.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30309		2.4 CITY-ST-ZIP		
TITLE	V	☐ DELETE	3.1 TITLE		☐ Change ☐ Addition
NAME	CLAWSON, VINCENT R.		3.2 NAME		
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000		3.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30309		3.4 CITY-ST-ZIP		
TITLE	V	☒ DELETE	4.1 TITLE		☐ Change ☐ Addition
NAME	THORPE, JAMES		4.2 NAME		
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000		4.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30309		4.4 CITY-ST-ZIP		
TITLE	V	☐ DELETE	5.1 TITLE		☐ Change ☐ Addition
NAME	MCALLISTER, ROY P		5.2 NAME	400002131244 -04/02/97--01061--013 ***1155.00	
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000		5.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30309		5.4 CITY-ST-ZIP		
TITLE	V	☐ DELETE	6.1 TITLE	V/T	☒ Change ☐ Addition
NAME	GLASS, JAMES W.		6.2 NAME	GLASS, JAMES W.	
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000		6.3 STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	
CITY-ST-ZIP	ATLANTA GA 30309		6.4 CITY-ST-ZIP	ATLANTA, GA 30309	

CR2E034 (9/96)

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 in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: J. Shawn Caldwell REQUIRED SHAWN R. CALDWELL 3/26/97 404/249-0934
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

0511356

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BELLSOUTH CELLULAR NATIONAL MARKETING, INC.
DIRECTORS AND OFFICERS
as of March 25, 1997

DIRECTORS	BUSINESS ADDRESS
Charles S. Hamm	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Joaquin R. Carbonell	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599

OFFICERS	TITLE	BUSINESS ADDRESS
Charles S. Hamm	President	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Ed Reynolds	Executive Vice President	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Vincent R. Clawson	Vice President - Engineering & Operations	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
G. Dan Smith	Vice President - Sales & Marketing	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Roy P. McAllister	Vice President - Corporate Affairs	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
James W. Glass	Vice President - Finance and Treasurer	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Joaquin R. Carbonell	Vice President - General Counsel & Secretary	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Odie C. Donald	Vice President	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Robert J. Frame	Vice President	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599

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C. W. Shewbridge, III	Vice President - Taxes	1155 Peachtree Street Room 1922 Atlanta, GA 30309-3610
Lynn Alexander	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Nancy J. Davis	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Leanne N. Harvey	Assistant Vice President - Taxes	1155 Peachtree Street Room 16H02 Atlanta, GA 30309-3610
Louis Merritt II	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Adele H. Shepherd	Assistant Vice President - Taxes	1155 Peachtree Street Room 15K09 Atlanta, GA 30309-3610
Juliana W. Protiva	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Lynn A. Wentworth	Comptroller	500 Northpark Town Center 1100 Abernathy Road Suite 300 Atlanta, GA 30328
C. Claiborne Barksdale	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
David G. Frolio	Assistant Secretary	1133 21st Street, N.W. Washington, D.C. 20036
Michael P. Goggin	Assistant Secretary	1100 Peachree Street Suite 910 Atlanta, GA 30309-4599
Kerwin L. Gray	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Joyce Clower Irvine	Assistant Secretary	1155 Peachtree Street Suite 1800 Atlanta, GA 30309-3610
Charleste G. McCoy	Assistant Secretary	Perimeter 400 Center 1100 Johnson Ferry Road Suite 180 Atlanta, GA 30342

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Elizabeth A. Mussell	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Anath Qualls	Assistant Treasurer	500 Northpark Town Center 1100 Abernathy Road Suite 300 Atlanta, GA 30328