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May 20 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 # F93000005571 (5)

1. Corporation Name:

BELLSOUTH CELLULAR NATIONAL MARKETING, INC.



Principal Place of Business

1100 PEACHTREE ST.
SUITE 910
ATLANTA GA 30309

Mailing Address

1100 PEACHTREE ST.
SUITE 910
ATLANTA GA 30309

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/08/1993

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 owes or has paid the current year Intangible
Personal Property Tax due June 30. ☐ Yes ☐ No

2. Principal Place of Business

21 1100 Peachtree Street

Suite, Apt #, etc

22 1000

City & State

23 Atlanta GA

Zip

24 30309

2a. Mailing Address

26 Suite, Apt #, etc.

27 City & State

28

Zip

29

Country

30

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 filed applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD ☐ DELETE

NAME HAMM, CHARLES S
STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000
CITY-ST-ZIP ATLANTA GA 30309

TITLE V ☒ DELETE

NAME HOLCOMB, BENJAMIN F
STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000
CITY-ST-ZIP ATLANTA GA 30309

TITLE V ☐ DELETE

NAME CLAWSON, VINCENT R.
STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000
CITY-ST-ZIP ATLANTA GA 30309

TITLE V ☐ DELETE

NAME MCALLISTER, ROY P
STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000
CITY-ST-ZIP ATLANTA GA 30309

TITLE VT ☐ DELETE

NAME GLASS, JAMES W.
STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000
CITY-ST-ZIP ATLANTA GA 30309

TITLE ☐ DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE ☐ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

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, 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:

Charlotte A. Russell

4/28/98

404-249-0934

CR2E034 (10/97)

BELLSOUTH CELLULAR NATIONAL MARKETING, INC.
DIRECTORS AND OFFICERS
as of April 28, 1998

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
Edgar L. Reynolds	Vice President	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Mark L. Feidler	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 and Secretary	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Charles W. Shawbridge, III	Vice President - Taxes	1155 Peachtree Street Room 1922 Atlanta, GA 30309-3610

Stephen C. Paul	Assistant Vice President - Taxes	1155 Peachtree Street Atlanta, GA 30309-3610
Nancy J. Davis	Assistant Vice President - Taxes	1155 Peachtree Street Atlanta, GA 30309-3610
Leanne N. Harvey	Assistant Vice President - Taxes	1155 Peachtree Street Atlanta, GA 30309-3610
Pamela H. Cook	Assistant Vice President - Taxes	1155 Peachtree Street Atlanta, GA 30309-3610
Lazaros J. Tiliacos	Assistant Vice President - Taxes	1155 Peachtree Street Atlanta, GA 30309-3610
Pavan Bhalla	Comptroller	500 Northpark Town Center 1100 Abernathy Road Suite 302 Atlanta, GA 30328
C. Clalborne 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 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Kerwin L. Gray	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Gloria L. Johnson	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	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
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