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May 06, 1999 8:00 am
Secretary of State

05-06-1999 90305 008 *1,050.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000005571

1. Corporation Name

BELLSOUTH CELLULAR NATIONAL MARKETING, INC.

Principal Place of Business

1100 PEACHTREE ST.
SUITE 1000
ATLANTA GA 30309
US

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 the current year Intangible
Personal Property Tax. ☐ Yes ☐ No

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

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

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

See Attached Schedule

TITLE D ☐ DELETE
NAME CARBONELL, JOAQUIN R
STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000
CITY-ST-ZIP ATLANTA GA 30309

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

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

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

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

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

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

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE ☐ DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
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 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 with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Elizabeth A. Mussell
Elizabeth A. Mussell, Assistant Secretary

4/21/99 404/249-0934

Daytime Phone #

CR2E034 (11/98)

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512322-90305-52

BELLSOUTH CELLULAR NATIONAL MARKETING, INC.
DIRECTORS AND OFFICERS
as of April 1, 1999

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

Karen K. Bennett

Vice President -
Sales

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Larry Powell

Vice President -
Marketing

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Carol S. Carter

Vice President -
Customer Operations

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

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|----------------------------|--|--|
| Scott Fox | Vice President - Wireless Technologies | 1100 Peachtree Street Suite 900 Atlanta, GA 30309-4599 |
| Joaquin R. Carbonell | Vice President - General Counsel and Secretary | 1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599 |
| Charles W. Shewbridge, III | Vice President - Taxes | 1155 Peachtree Street Room 1922 Atlanta, GA 30309-3610 |
| Teresa G. Blizzard | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Stephen C. Paul | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Felicia D. Nabors | 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 |
| Tina M. Morton | 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 |
| W. Kyle Tompkins | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Sharron F. Lathem | 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. Claiborne Barksdale | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |
| Thomas M. Meiss | 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 |
| Kerwin L. Gray | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |

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|------------------------|---------------------|--|
| Gloria L. Johnson | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |
| S. Kendall Butterworth | 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 |
| Elizabeth A. Mussell | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |
| Anath Qualls | Assistant Treasurer | 400 Northpark Town Center 1000 Abernathy Road Suite 290 Atlanta, GA 30328 |
| James Pittman | Assistant Treasurer | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Robert Hamilton | Assistant Treasurer | 1155 Peachtree Street Atlanta, GA 30309-3610 |