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Jan 23 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 # F94000000032 (2)

1. Corporation Name
BELLSOUTH WIRELESS, INC.



Principal Place of Business
**1155 PEACHTREE ST., NE
 STE. 1700
 ATLANTA GA 30367-6000**

Mailing Address
**1155 PEACHTREE ST., NE
 STE. 1700
 ATLANTA GA 30367-6000**

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 01/04/1994	
4. FEI Number 58-2078460	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS ST., STE. 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<input checked="" type="checkbox"/> HAMM, CHARLES S	1.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., NE	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	1.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<input checked="" type="checkbox"/> DONALD, ODIE C	2.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., NE	2.3 STREET ADDRESS	See Attachment
CITY-ST-ZIP	ATLANTA GA 30309	2.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<input checked="" type="checkbox"/> DP ENSOR, ERIC F	3.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., NE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<input type="checkbox"/> D GLASS, JAMES W	4.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., NE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<input type="checkbox"/> P REYNOLDS, EDGAR L.	5.2 NAME	
STREET ADDRESS	1100 PEACHTREE STREET, N.E.	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	5.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<input checked="" type="checkbox"/> T WALTON, GARY L.	6.2 NAME	
STREET ADDRESS	1155 PEACHTREE STREET, N.E.	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA FL	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.

SIGNATURE: *Joyce Clower Irvine* **Joyce Clower Irvine** 1/15/98 (404) 249-4450

CR2E034 (10/97)

BELLSOUTH WIRELESS, INC.

ATTACHMENT TO ANNUAL REPORTS

DIRECTORS

Charles S. Hamm

✓ 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Edgar L. Reynolds

✓ 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

✓ James W. Glass

1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

OFFICERS

Edgar L. Reynolds, President

1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

✓ Frederick W. Johnson, Vice President, Secretary and General Counsel
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

James W. Glass, Vice President-Finance and Treasurer

1100 Peachtree St., N.E.
Atlanta, Georgia 30309-4599

Joyce Clower Irvine, Assistant Secretary

1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610