

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 23, 1999 8:00 am
Secretary of State

03-23-1999 90037 034 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # **F95000002026**

1. Corporation Name
BELLSOUTH INTERACTIVE MEDIA SERVICES, INC.



Principal Place of Business	Mailing Address
1155 PEACHTREE STREET, N.E. SUITE 1800 ATLANTA GA 30309-3610	1155 PEACHTREE STREET, N.E. SUITE 1800 ATLANTA GA 30309-3610

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified	Applied For
04/26/1995	Not Applicable
4. FEI Number	Applied For
58-2095854	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.	<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 STREET, STE 105
 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	V	<input type="checkbox"/> DELETE
NAME	RAWLS II, THOMPSON T	
STREET ADDRESS	1100 ABERNATHY ROAD, STE 414	
CITY-ST-ZIP	ATLANTA GA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MATZ, WILLIAM R	
STREET ADDRESS	1100 ABERNATHY ROAD, STE 414	
CITY-ST-ZIP	ATLANTA GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BOREN, C S	
STREET ADDRESS	1155 PEACHTREE ST, NE, STE 2004	
CITY-ST-ZIP	ATLANTA GA 30309	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	REDDERSEN, WILLIAM F	
STREET ADDRESS	1100 ABERNATHY ROAD, STE 414	
CITY-ST-ZIP	ATLANTA GA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	IRVINE, JOYCE CLOWER	
STREET ADDRESS	STE 1800 1155 PEACHTREE ST NE	
CITY-ST-ZIP	ATLANTA GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DYKES, R M	
STREET ADDRESS	1155 PEACHTREE ST, NE, SUITE 2008	
CITY-ST-ZIP	ATLANTA GA 30309	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	See Attachment
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 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: Joyce Clower Irvine 1/25/99 404-249-4450
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

253951-70037-34
F95000002020

BELLSOUTH INTERACTIVE MEDIA SERVICES, INC.
Attachment to Annual Reports

Directors

William F. Reddersen
Suite 1702, 1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

C. S. Boren
Suite 2004, 1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

R. M. Dykes
Suite 2008, 1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

Robert J. Frame
Suite 414, 500 Northpark Town Center
1100 Abernathy Road
Atlanta, Georgia 30328

Officers

Robert J. Frame, President
Suite 414, 500 Northpark Town Center
1100 Abernathy Road
Atlanta, Georgia 30328

Thompson T. Rawls II, Vice President-Public Policy and General Counsel
Suite 414, 500 Northpark Town Center
1100 Abernathy Road
Atlanta, Georgia 30328

William R. Matz, Vice President and Secretary
Suite 414, 500 Northpark Town Center
1100 Abernathy Road
Atlanta, Georgia 30328

Howard Haug, Vice President-Finance and Treasurer
Suite 414, 500 Northpark Town Center
1100 Abernathy Road
Atlanta, Georgia 30328

Joyce Clower Irvine, Assistant Secretary
Suite 1800
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610