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Mar 16, 1999 8:00 am
Secretary of State

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DUPLICATE

PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # **F96000001547**

1. Corporation Name
BELLSOUTH.NET INC.



Principal Place of Business Mailing Address
 1100 ASHWOOD PKWY 1100 ASHWOOD PKWY
 ATLANTA GA 30338 ATLANTA GA 30338

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 1100 ASHWOOD PKWY ATLANTA GA 30338		26 1155 Peachtree St., NE		03/26/1996	
22 Suite, Apt. #, etc.		27 Suite 1800		4. FEI Number	
23 City & State		28 Atlanta, Georgia		58-2222579	
24 Zip Country		29 30309 30 USA		Applied For	
				Not Applicable	
				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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAPELL, ROBERT L III	1.2 NAME	
STREET ADDRESS	1155 PEACHTREE ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBINSON, JOHN G	2.2 NAME	
STREET ADDRESS	1155 PEACHTREE ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	2.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMETS, RAYMOND J	3.2 NAME	
STREET ADDRESS	1100 ASHWOOD PKWY	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30338	3.4 CITY-ST-ZIP	
TITLE	T <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WHITE, MARGARET	4.2 NAME	Daniel J. Korczyk
STREET ADDRESS	1100 ASHWOOD PKWY	4.3 STREET ADDRESS	1100 Ashwood Parkway
CITY-ST-ZIP	ATLANTA GA 30338	4.4 CITY-ST-ZIP	Atlanta, GA 30338
TITLE	VS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STENHOUSE, D. SCOTT	5.2 NAME	
STREET ADDRESS	1100 ASHWOOD PKWY	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30338	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	C. Sidney Boren
STREET ADDRESS		6.3 STREET ADDRESS	1155 Peachtree Street, NE
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Atlanta, GA 30309-3610

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* 2/5/99 (404) 249-4450
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
 Joyce Clower Irvine, Assistant Secretary

CR2E034 (1/198)

234656-90108-40
F9600001547

BELLSOUTH.NET INC.

Attachment to Annual Reports

DIRECTORS:

C. Sidney Boren
Suite 2004
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Robert L. Capell III
Suite 1706
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

John G. Robinson
Suite 4509
675 W. Peachtree Street, NE
Atlanta, Georgia 30375

OFFICERS:

Raymond J. Smets, President
1100 Ashwood Parkway
Atlanta, Georgia 30338

D. Scott Stenhouse, Vice President, Secretary and General Counsel
1100 Ashwood Parkway
Atlanta, Georgia 30338

Daniel J. Korczyk, Treasurer
1100 Ashwood Parkway
Atlanta, Georgia 30338

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