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Mar 22, 1999 8:00 am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1999



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

03-22-1999 90058 050 ***150.00

DOCUMENT # F96000003895

1. Corporation Name
BELLSOUTH LONG DISTANCE, INC.

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



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/25/1996
4. FEI Number
58-2224930
5. Certificate of Status Desired
6. Election Campaign Financing
Trust Fund Contribution
8. This corporation owes the current year Intangible
Personal Property Tax.

2. Principal Place of Business
2a. Mailing Address
21. Suite, Apt. #, etc.
22. City & State
23. Zip
24. Country

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
83.
84. City
85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.150B, 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.

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
TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP
PCD REDDERSEN, WILLIAM F
VP HARRALSON, JAMES G
T WALTON, GARY L
AS IRVINE, CLOWER J

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 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: Joyce Clower Irvine
Date: 1/25/99
Daytime Phone #: 404-249-4450

CR2F034 (11/98)

247773-405850
F96000003895

BELLSOUTH LONG DISTANCE, INC.

ATTACHMENT TO ANNUAL REPORTS

DIRECTORS

David W. Scobey, Jr.
Suite B
32 Perimeter Center
Atlanta, Ga 30346

OFFICERS

David W. Scobey, Jr., President
Suite B
32 Perimeter Center
Atlanta, Ga 30346

James G. Harralson, Vice President, Secretary and General Counsel
28 Perimeter Center
Atlanta, Ga 30346

Gary L. Walton, Treasurer
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610

Joyce Clower Irvine, Asst. Secretary
Suite 1800
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610