

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

FILED
Apr 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000004634(9)
 1. Corporation Name
BellSouth Public Communications, Inc.

Principal Place of Business 75 Bagby Drive Homewood, Alabama 35209	Mailing Address 675 W. Peachtree Street Suite 4300 Atlanta, Georgia 30375
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
9-10-96

21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Country	26. Suite, Apt. #, etc.	27. City & State	28. Zip	29. Country	30. Country
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4. FEI Number 58-2257790	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 Corporaion System, Inc.
 1201 Hays Street
 Tallahassee, Florida 32301**

10. Name and Address of New Registered Agent

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

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 PD	<input type="checkbox"/> DELETE	11 TITLE AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME Hawkins, James R.		12 NAME Rudolph, Eric B.	
STREET ADDRESS 75 Bagby Drive		13 STREET ADDRESS 675 W. Peachtree Street, S4300	
CITY-ST-ZIP Homewood, AL 35209		14 CITY-ST-ZIP Atlanta, Georgia 30375	
TITLE VT	<input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Scott, Wendell K.		22 NAME	
STREET ADDRESS 75 Bagby Drive		23 STREET ADDRESS	
CITY-ST-ZIP Homewood, AL 35209		24 CITY-ST-ZIP	
TITLE VS	<input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Gail F. Barber		32 NAME	
STREET ADDRESS 75 Bagby Drive		33 STREET ADDRESS	
CITY-ST-ZIP Homewood, AL 35209		34 CITY-ST-ZIP	
TITLE AS	<input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Dolan, Leigh Ann		42 NAME	
STREET ADDRESS 675 W. Peachtree Street, S4300		43 STREET ADDRESS	
CITY-ST-ZIP Atlanta, Georgia 30375		44 CITY-ST-ZIP	
TITLE D	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Anderson, Richard		52 NAME	
STREET ADDRESS 675 W. Peachtree Street, S4510		53 STREET ADDRESS	
CITY-ST-ZIP Atlanta, Georgia 30375		54 CITY-ST-ZIP	
TITLE D	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Shaftman, Frederick K.		62 NAME	
STREET ADDRESS 1936 Blue Hills Drive, NE		63 STREET ADDRESS	
CITY-ST-ZIP Roanoke, VA 24012		64 CITY-ST-ZIP	

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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:  **Eric B. Rudolph, Asst. Secretary** 3/24/98 (404) 335-0717

CP2E034 (10/97)