

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	Mailing Address
75 Bagby Drive Homewood, Alabama 35209	675 W. Peachtree Street Suite 4300 Atlanta, Georgia 30375

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	58-2257790	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	<input type="checkbox"/>	
24 Country	29 Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
	30	<input type="checkbox"/>	
		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	11 TITLE	AS
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	21 TITLE	
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	31 TITLE	
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	41 TITLE	
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	51 TITLE	
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	61 TITLE	
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	

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

CR2E034 (10/97)