

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

FILED
 May 15 1997 8:00am
 Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1997



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F96000004683 (6)**
 1. Corporation Name:
PACIFIC AND SOUTHERN COMPANY, INC.



Principal Place of Business: **1611 W. PEACHTREE, NE ATLANTA GA 30309**
 Mailing Address: **1611 W. PEACHTREE, NE ATLANTA GA 30309-2641**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		09/12/1996	
22. City & State		27. City & State		4. FEI Number	Applied For
23. Zip		28. Zip		13-2599556	Not Applicable
24. Country		29. Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
				<input type="checkbox"/>	
				6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
				<input type="checkbox"/>	
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	FL 85. Zip Code

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	D	<input type="checkbox"/> DELETE	1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CURLEY, JOHN J		1.2 NAME		
STREET ADDRESS	1100 WILSON BOULEVARD		1.3 STREET ADDRESS		
CITY, ST, ZIP	ARLINGTON VA 22234		1.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCORKINDALE, DOUGLAS H		2.2 NAME		
STREET ADDRESS	1100 WILSON BOULEVARD		2.3 STREET ADDRESS		
CITY, ST, ZIP	ARLINGTON VA 22234		2.4 CITY-ST-ZIP		
TITLE	P	<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALKER, CECIL L		3.2 NAME		
STREET ADDRESS	1100 WILSON BOULEVARD		3.3 STREET ADDRESS		
CITY, ST, ZIP	ARLINGTON VA 22234		3.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCORKINDALE, DOUGLAS H		4.2 NAME		
STREET ADDRESS	1100 WILSON BOULEVARD		4.3 STREET ADDRESS		
CITY, ST, ZIP	ARLINGTON VA 22234		4.4 CITY-ST-ZIP		
TITLE	VAT	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EHRMAN, DANIEL S		5.2 NAME		
STREET ADDRESS	1100 WILSON BOULEVARD		5.3 STREET ADDRESS		
CITY, ST, ZIP	ARLINGTON VA 22234		5.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOFFMAN, SUSAN P		6.2 NAME		
STREET ADDRESS	5050 MURPHY CANYON ROAD		6.3 STREET ADDRESS		
CITY, ST, ZIP	SAN DIEGO CA 92123		6.4 CITY-ST-ZIP		

14. I do 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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Christopher W. Baldwin*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Christopher W. Baldwin-Assistant Treasurer

Date: 4/24/97 Daytime Phone #: 703-284-6000

CR2E034 (9/96)

PACIFIC AND SOUTHERN COMPANY, INC.

Shareholder: Combined Communications Corporation

Directors: John J. Curley
Douglas H. McCorkindale

Officers:	President	Cecil L. Walker
	Vice President	Douglas H. McCorkindale
	Vice President & Asst. Treasurer	Daniel S. Ehrman, Jr.
	Vice President	Susan P. Hoffman
	Vice President	Marvin Dyson
	Vice President	Craig A. Dubow
	Secretary	Thomas L. Chapple
	Treasurer	Jimmy L. Thomas
	Assistant Secretary	Kristin H. Kent
	Assistant Treasurer	Christopher W. Baldwin

**Business Address for Directors
and Officers:**

1100 Wilson Boulevard
Arlington, VA 22234