


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 # F96000005225 (5)
1. Corporation Name
SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC.



Principal Place of Business 1051 N. COLLINS, SUITE 220 RICHARDSON TX 75080	Mailing Address 1051 N. COLLINS, SUITE 220 RICHARDSON TX 75080
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 5850 W. Las Positas Suite, Apt. #, etc. 22 Pleasanton, CA. City & State 23 94588 Zip 24 USA Country		2a. Mailing Address 26 5850 W. Las Positas Suite, Apt. #, etc. 27 Pleasanton, CA. City & State 28 94588 Zip 29 USA Country		3. Date Incorporated or Qualified 10/09/1996	
		4. FEI Number 74-2746907		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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD TAYLOR, VAN H 9505 ARBORETUM BLVD AUSTIN TX <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	PRESIDENT Virginia L. Vann 5850 W. Las Positas Pleasanton, CA. 94588 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SD LEAHY, TIMOTHY P 175 E HOUSTON SAN ANTONIO TX <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	VICE-PRESIDENT & Secretary Stanley J. Moore 5850 W. Las Positas Blvd. Pleasanton, CA. 94588 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T ALLEN, CHARLES P 175 E HOUSTON SAN ANTONIO TX <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V STEPHENS, JOHN J 175 E HOUSTON SAN ANTONIO TX <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V HARPER, LOWERY 1051 N COLLINS, STE 220 RICHARDSON TX <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	VICE - PRESIDENT SUSAN JOHNSON 5850 W. Las Positas Blvd. Pleasanton, CA. 94588 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D KAWAN, JAMES G 175 E HOUSTON SAN ANTONIO TX <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	DIRECTOR VIRGINIA L. Vann 5850 W. Las Positas Pleasanton, CA. 94588 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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

CR2E034 (1097)