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FILED
May 01, 1999 8:00 am
Secretary of State

05-01-1999 90094 017 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS																																																																									
DOCUMENT # F97000000460 1. Corporation Name BROOKS FIBER COMMUNICATIONS-LD, INC.																																																																													
Principal Place of Business 425 WOODS MILL RD., S., #300 TOWN AND COUNTRY MO 63017			Mailing Address 425 WOODS MILL RD., S., #300 TOWN AND COUNTRY MO 63017																																																																										
2. Principal Place of Business 21 Suite, Apt. #, etc. 515 E. Amite St. City & State Jackson, MS 39201		2a. Mailing Address 26 Suite, Apt. #, etc. DEPT 8408 City & State US		3. Date Incorporated or Qualified 01/27/1997 4. FEI Number 68-0313486																																																																									
22 Zip 39201		23 Country US		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees 7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No																																																																									
9. Name and Address of Current Registered Agent NRAI SERVICES, INC. 528 EAST PARK AVENUE TALLAHASSEE FL 32301			10. Name and Address of New Registered Agent 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 resigning) DATE _____																																																																													
12. OFFICERS AND DIRECTORS <table border="1"> <tr> <td>TITLE</td> <td>DC</td> <td><input checked="" type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>BROOKS, ROBERT A</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>425 WOODS MILL RD., S., #300</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>TOWN AND COUNTRY MO 63017</td> <td></td> </tr> <tr> <td>TITLE</td> <td>VDCE</td> <td><input checked="" type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>ALLEN, JAMES C</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>425 WOODS MILL RD., S., #300</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>TOWN AND COUNTRY MO 63017</td> <td></td> </tr> <tr> <td>TITLE</td> <td>PDCO</td> <td><input checked="" type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>YOUNG, D C</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>425 WOODS MILL RD., S., #300</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>TOWN AND COUNTRY MO 63017</td> <td></td> </tr> <tr> <td>TITLE</td> <td>VDCF</td> <td><input checked="" type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>SOLOMON, DAVID L</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>425 WOODS MILL RD., S., #300</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>TOWN AND COUNTRY MO 63017</td> <td></td> </tr> <tr> <td>TITLE</td> <td>VD</td> <td><input checked="" type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>SHAPLEIGH, JOHN C</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>425 WOODS MILL RD., S., #300</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>TOWN AND COUNTRY MO 63017</td> <td></td> </tr> <tr> <td>TITLE</td> <td>V</td> <td><input checked="" type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>CRUM, MARILOU</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>425 WOODS MILL RD., S., #300</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>TOWN AND COUNTRY MO 63017</td> <td></td> </tr> </table>			TITLE	DC	<input checked="" type="checkbox"/> DELETE	NAME	BROOKS, ROBERT A		STREET ADDRESS	425 WOODS MILL RD., S., #300		CITY-ST-ZIP	TOWN AND COUNTRY MO 63017		TITLE	VDCE	<input checked="" type="checkbox"/> DELETE	NAME	ALLEN, JAMES C		STREET ADDRESS	425 WOODS MILL RD., S., #300		CITY-ST-ZIP	TOWN AND COUNTRY MO 63017		TITLE	PDCO	<input checked="" type="checkbox"/> DELETE	NAME	YOUNG, D C		STREET ADDRESS	425 WOODS MILL RD., S., #300		CITY-ST-ZIP	TOWN AND COUNTRY MO 63017		TITLE	VDCF	<input checked="" type="checkbox"/> DELETE	NAME	SOLOMON, DAVID L		STREET ADDRESS	425 WOODS MILL RD., S., #300		CITY-ST-ZIP	TOWN AND COUNTRY MO 63017		TITLE	VD	<input checked="" type="checkbox"/> DELETE	NAME	SHAPLEIGH, JOHN C		STREET ADDRESS	425 WOODS MILL RD., S., #300		CITY-ST-ZIP	TOWN AND COUNTRY MO 63017		TITLE	V	<input checked="" type="checkbox"/> DELETE	NAME	CRUM, MARILOU		STREET ADDRESS	425 WOODS MILL RD., S., #300		CITY-ST-ZIP	TOWN AND COUNTRY MO 63017		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <input type="checkbox"/> Change <input type="checkbox"/> Addition SEE ATTACHED		
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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, with all other like empowered.

SIGNATURE:  **Walter Nagel** 4/29/99 202-736-6000
 VP & GEN TAX COUNSEL

CR2E034 (1/98)

Ref. Number: F97000000460

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F97000000460

Brooks Fiber Communications-LD, Inc.

OFFICERS

President & CEO

Bernard J. Ebbers
515 East Amite Street
Jackson, MS 39201

Secretary, Treasurer & CFO

Scott D. Sullivan
515 East Amite Street
Jackson, MS 39201

Assistant Secretary

William E. Anderson
515 East Amite Street
Jackson, MS 39201

Assistant Secretary

Charles T. Cannada
515 East Amite Street
Jackson, MS 39201

Vice President & Gen. Tax Counsel

Walter Nagel
1133 19th Street, NW
Washington, DC 20036

DIRECTORS

Bernard Ebbers

515 East Amite Street
Jackson, MS 39201

Scott Sullivan

515 East Amite Street
Jackson, MS 39201