

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.  
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED  
 Aug 26 1998 8:00am  
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F97000001189 (6)

1. Corporation Name  
 BELLSOUTH ENTERTAINMENT, INC.



Principal Place of Business  
 1100 ABERNATHY RD #414  
 ATLANTA GA 30328

Mailing Address  
 1100 ABERNATHY RD #414  
 ATLANTA GA 30328

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
 03/07/1997

4. FEI Number  
 APPLIED FOR 58-2290692

5. Certificate of Status Desired  \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution  \$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.  Yes  No

2. Principal Place of Business  
 21 1155 Peachtree Street, NE  
 Suite, Apt. #, etc.  
 22 Suite 1800  
 City & State  
 23 Atlanta, GA  
 Zip  
 24 30309-3610

2a. Mailing Address  
 26 1155 Peachtree Street, NE  
 Suite, Apt. #, etc.  
 27 Suite 1800  
 City & State  
 28 Atlanta, GA  
 Zip  
 29 30309-3610

Country  
 25 USA  
 30 USA

9. Name and Address of Current Registered Agent  
 THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
 1201 HAYS STREET  
 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

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 relistating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	DCP	<input type="checkbox"/> DELETE
NAME	REDDERSEN, W F	
STREET ADDRESS	1100 ABERNATHY RD #414	
CITY-ST-ZIP	ATLANTA GA 30328	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BOREN, C S	
STREET ADDRESS	1155 PEACHTREE ST #2004	
CITY-ST-ZIP	ATLANTA GA 30309	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DYKES, R M	
STREET ADDRESS	1155 PEACHTREE ST #2006	
CITY-ST-ZIP	ATLANTA GA 30309	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RAWLS, THOMPSON T II	
STREET ADDRESS	1100 ABERNATHY RD #414	
CITY-ST-ZIP	ATLANTA GA 30328	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MATZ, WILLIAM R	
STREET ADDRESS	1100 ABERNATHY RD #414	
CITY-ST-ZIP	ATLANTA GA 30328	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	RAPOPORT, MARK	
STREET ADDRESS	1100 ABERNATHY RD #414	
CITY-ST-ZIP	ATLANTA GA 30328	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE  Change  Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE  Change  Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE  Change  Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE  Change  Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE  Change  Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE  Change  Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 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 \_\_\_\_\_ DATE 8/21/98 (404) 249-4450

CR2E034 (5/98)

BELLSOUTH ENTERTAINMENT, INC.

Directors

William F. Reddersen  
Suite 1702, 1155 Peachtree Street  
Atlanta, Georgia 30309-3610

C. S. Boren  
Suite 2004, 1155 Peachtree Street, N.E.  
Atlanta, Georgia 30309-3610

R. M. Dykes  
Suite 2006, 1155 Peachtree Street, N.E.  
Atlanta, Georgia 30309-3610

Robert J. Frame  
Suite 414, 500 Northpark Town Center  
1100 Abernathy Road  
Atlanta, Georgia 30328

Officers

Robert J. Frame, President  
Suite 414, 500 Northpark Town Center  
1100 Abernathy Road  
Atlanta, Georgia 30328

Thompson T. Rawls II, Vice President-Public Policy  
and Law  
Suite 414, 500 Northpark Town Center  
1100 Abernathy Road  
Atlanta, Georgia 30328

William R. Matz, Vice President and Secretary  
Suite 414, 500 Northpark Town Center  
1100 Abernathy Road  
Atlanta, Georgia 30328

Howard Haug, Vice President-Finance and Treasurer  
Suite 414, 500 Northpark Town Center  
1100 Abernathy Road  
Atlanta, Georgia 30328

Joyce Clower Irvine, Assistant Secretary  
Suite 1800, 1155 Peachtree Street, N.E.  
Atlanta, Georgia 30309-3610