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Secretary of State

03-17-1999 90109 045 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000001189

1. Corporation Name
BELLSOUTH ENTERTAINMENT, INC.

Principal Place of Business
 1155 PEACHTREE ST NE
 STE 1800
 ATLANTA GA 30309-3610
 US

Mailing Address
 1155 PEACHTREE ST NE
 STE 1800
 ATLANTA GA 30309-3610
 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		03/07/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		58-2290692	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24	25	29	30		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET TALLAHASSEE FL 32301				81 Name			
				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	DCP	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	REDDERSEN, W F		1.2 NAME	See Attachment	
STREET ADDRESS	1100 ABERNATHY RD #414		1.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30328		1.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	2.1 TITLE		
NAME	BOREN, C S		2.2 NAME		
STREET ADDRESS	1155 PEACHTREE ST #2004		2.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30309		2.4 CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	DYKES, R M		3.2 NAME		
STREET ADDRESS	1155 PEACHTREE ST #2006		3.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30309		3.4 CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	RAWLS, THOMPSON T II		4.2 NAME		
STREET ADDRESS	1100 ABERNATHY RD #414		4.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30328		4.4 CITY-ST-ZIP		
TITLE	S	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	MATZ, WILLIAM R		5.2 NAME		
STREET ADDRESS	1100 ABERNATHY RD #414		5.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30328		5.4 CITY-ST-ZIP		
TITLE	T	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	RAPOPORT, MARK		6.2 NAME		
STREET ADDRESS	1100 ABERNATHY RD #414		6.3 STREET ADDRESS		
CITY-ST-ZIP	ATLANTA GA 30328		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, with all other like empowered.

SIGNATURE: *Joyce Clower Irvine* **Joyce Clower Irvine** 1/25/99 404-249-4450
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

241668-90109-45
F9700000 1189

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