

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

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Mar 06, 1999 8:00 am
Secretary of State

03-06-1999 90123 024 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000003222

1. Corporation Name
BELLSOUTH INTERNATIONAL WIRELESS SERVICES, INC.



Principal Place of Business SUITE 1800 1155 PEACHTREE ST., N.E. ATLANTA GA 30309-3610	Mailing Address SUITE 1800 1155 PEACHTREE ST., N.E. ATLANTA GA 30309-3610
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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3. Date Incorporated or Qualified 06/19/1997	4. FEI Number 58-2329099	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 the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	REYNOLDS, MICHAEL	
STREET ADDRESS	SUITE 400, 1100 PEACHTREE ST., NE	
CITY-ST-ZIP	ATLANTA GA 30309-4599	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	BROWN, JEFFREY P	
STREET ADDRESS	SUITE 400, 1100 PEACHTREE ST., NE	
CITY-ST-ZIP	ATLANTA GA 30309-4599	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	MCARTHUR, RAWDON W	
STREET ADDRESS	SUITE 400, 1100 PEACHTREE ST., NE	
CITY-ST-ZIP	ATLANTA GA 30309-4599	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ROPER, G K III	
STREET ADDRESS	SUITE 400, 1100 PEACHTREE ST., NE	
CITY-ST-ZIP	ATLANTA GA 30309-4599	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	See Attachment
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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, with all other like empowered.

SIGNATURE: *Joyce Clower Irvine* **Joyce Clower Irvine** 2/26/99 404-249-4450
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

183837-90123-24
F970000 3222
Batch 90123

BELLSOUTH INTERNATIONAL WIRELESS SERVICES, INC.

Attachment to Annual Reports

Directors

Michael Reynolds
2502 Rocky Point Drive
Tampa, Florida 33607

Luke D. Dallafior
Suite 400, 1100 Peachtree Street
Atlanta, GA 30309

Rick Kirby
Suite 200, 2502 Rocky Point Drive
Tampa, Florida 33607

Officers

Michael Reynolds, President
2502 Rocky Point Drive
Tampa, Florida 33607

J. Alberto Gonzalez-Pita, Vice President, Secretary & General Counsel
Suite 400, 1100 Peachtree Street
Atlanta, GA 30309

Rawdon W. McArthur, Vice President, CFO & Treasurer
14K01, 1155 Peachtree Street
Atlanta, GA 30309

Joyce Clower Irvine, Assistant Secretary
Suite 1800, 1155 Peachtree Street
Atlanta, GA 30309