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Jan 23 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 # F97000003919 (4)
 1. Corporation Name
BELLSOUTH WIRELESS CABLE, INC.

Principal Place of Business 1155 PEACHTREE ST NE STE 1800 ATLANTA GA 30309-3610	Mailing Address 1155 PEACHTREE ST NE STE 1800 ATLANTA GA 30309-3610
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/25/1997	
21	26	4. FEI Number 58-2234559	Applied For <input type="checkbox"/> Not Applicable		
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	28	Zip		Country	
24	29	Zip		Country	
9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		

THE PRENTICE-HALL CORPORATION SYSTEM INC
 1201 HAYS ST
 TALLAHASSEE FL 32301

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REDDERSON, WILLIAM F	1.2 NAME	
STREET ADDRESS	500 NORTH PARK TOWN CENTER 1100 ABERNATHY	1.3 STREET ADDRESS	See Attachment
CITY-ST-ZIP	ATLANTA GA 30309-3610	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAWLS, THOMPSON T II	2.2 NAME	
STREET ADDRESS	500 NORTH PARK TOWN CENTER 1100 ABERNATHY	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309-3610	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARWOOD, JOHN A	3.2 NAME	
STREET ADDRESS	1155 PEACHTREE ST NE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309-3610	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOREN, C S	4.2 NAME	
STREET ADDRESS	1155 PEACHTREE ST NE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309-3610	4.4 CITY-ST-ZIP	
TITLE	PS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATZ, WILLIAM P	5.2 NAME	
STREET ADDRESS	500 NORTH PARK TOWN CENTER 1100 ABERNATHY	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30328	5.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALTON, GARY L	6.2 NAME	
STREET ADDRESS	1155 PEACHTREE ST NE STE 1928	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309-3610	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: *Joyce Clower Irvine* **Joyce Clower Irvine** 1/15/98 (404) 249-4450

CR2E034 (10/97)

BELLSOUTH MOBILE DATA, INC.

Attachment to Annual Reports

DIRECTORS:

Earle Mauldin, Chairman
Suite 1000, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Michael K. Harrell
Suite 1020, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Ronald M. Dykes
2006 Campanile, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Keith O. Cowan
1710 Campanile, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Charles C. Miller III
Suite 400, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

OFFICERS:

Michael K. Harrell, President
Suite 1020, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Arthur B. Hillman, Vice President, Secretary and General Counsel
1800 Campanile, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Gary L. Walton, Treasurer
1928 Campanile, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

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