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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F97000003919

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



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **07/25/1997**
 4. FEI Number: **58-2234559**
 Applied For: Not Applicable
 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 the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
 2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC
1201 HAYS ST
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 _____ 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	PD	<input type="checkbox"/> DELETE
NAME	REDDERSON, WILLIAM F	
STREET ADDRESS	500 NORTH PARK TOWN CENTER 1100 ABERNATHY	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RAWLS, THOMPSON T II	
STREET ADDRESS	500 NORTH PARK TOWN CENTER 1100 ABERNATHY	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	HARWOOD, JOHN A	
STREET ADDRESS	1155 PEACHTREE ST NE	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BOREN, C S	
STREET ADDRESS	1155 PEACHTREE ST NE	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
TITLE	PS	<input type="checkbox"/> DELETE
NAME	MATZ, WILLIAM P	
STREET ADDRESS	500 NORTH PARK TOWN CENTER 1100 ABERNATHY	
CITY-ST-ZIP	ATLANTA GA 30328	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	WALTON, GARY L	
STREET ADDRESS	1155 PEACHTREE ST NE STE 1928	
CITY-ST-ZIP	ATLANTA GA 30309-3610	

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** 1/25/99 404-249-4450
 Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (1/198)

BELLSOUTH WIRELESS CABLE, INC.

247769-98058-46
F97000003919

Directors

William F. Reddersen
Suite 1702
1155 Peachtree Street, N.E.
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