

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

**FILED**  
**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

**DOCUMENT # F97000003920 (2)**

1. Corporation Name  
**BELLSOUTH BSE, 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 <b>07/25/1997</b>	
21	26	4. FEI Number <b>58-2333057</b>		Applied For <input type="checkbox"/> Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24	25	29	30		

9. Name and Address of Current Registered Agent <b>THE PRENTICE-HALL CORPORATION SYSTEM 1201 HAYS ST TALLAHASSEE FL 32301</b>				10. Name and Address of New Registered Agent			
				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	<b>FL</b>	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 \_\_\_\_\_  
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	<b>D</b>	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	<b>MAULDIN, EARLE</b>			1.2 NAME			
STREET ADDRESS	<b>1100 PEACHTREE ST NE STE 1800</b>			1.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ATLANTA GA 30309-3610</b>			1.4 CITY-ST-ZIP			
TITLE	<b>P</b>	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	<b>DOSCHER, JOHN</b>			2.2 NAME			
STREET ADDRESS	<b>1100 PEACHTREE ST NE STE 1800</b>			2.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ATLANTA GA 30309-3610</b>			2.4 CITY-ST-ZIP			
TITLE	<b>VS</b>	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	<b>HOGEMAN, HUBERT H</b>			3.2 NAME			
STREET ADDRESS	<b>1100 PEACHTREE ST NE STE 1800</b>			3.3 STREET ADDRESS	<b>See Attachment</b>		
CITY-ST-ZIP	<b>ATLANTA GA 30309-3610</b>			3.4 CITY-ST-ZIP			
TITLE	<b>TS</b>	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	<b>WALTON, GARY L</b>			4.2 NAME			
STREET ADDRESS	<b>1155 PEACHTREE ST NE</b>			4.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ATLANTA GA 30309-3610</b>			4.4 CITY-ST-ZIP			
TITLE	<b>AS</b>	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	<b>IRVINE, JOYCE C</b>			5.2 NAME			
STREET ADDRESS	<b>1155 PEACHTREE ST NE</b>			5.3 STREET ADDRESS			
CITY-ST-ZIP	<b>ATLANTA GA 30309-3610</b>			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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 C. Irvine* **Joyce C. Irvine** 1/15/98 (404) 249-4450

CR2E034 (10/97)

BELLSOUTH BSE, INC.

ATTACHMENT TO ANNUAL REPORTS

DIRECTORS

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

OFFICERS

John M. Doscher, President  
11th Floor  
2727 Paces Ferry Road  
Atlanta, Georgia 30339-4053

Harry M. Lightsey III, Vice President-General Counsel, External Affairs and Secretary  
11th Floor  
2727 Paces Ferry Road  
Atlanta, Georgia 30339-4053

Gary L. Walton, Treasurer  
Suite 1925  
1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610

Joyce Clower Irvine, Asst. Secretary  
Suite 1800  
1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610