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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

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/25/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number A 58-2333057	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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	

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

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