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PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # F97000003920

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

3. Date Incorporated or Qualified

07/25/1997

4. FEI Number

58-2333057

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$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

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 Country

29 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM
 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

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 **D** DELETE
 NAME **MAULDIN, EARLE**
 STREET ADDRESS **1100 PEACHTREE ST NE STE 1800**
 CITY-ST-ZIP **ATLANTA GA 30309-3610**

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP **See Attachment**

TITLE **P** DELETE
 NAME **DOSCHER, JOHN**
 STREET ADDRESS **1100 PEACHTREE ST NE STE 1800**
 CITY-ST-ZIP **ATLANTA GA 30309-3610**

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE **VPGC** DELETE
 NAME **LIGHTSEY, HARRY M III**
 STREET ADDRESS **2727 PACES FERRY ROAD, 11TH FLOOR**
 CITY-ST-ZIP **ATLANTA GA 30309**

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE **TS** DELETE
 NAME **WALTON, GARY L**
 STREET ADDRESS **1155 PEACHTREE ST NE**
 CITY-ST-ZIP **ATLANTA GA 30309-3610**

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE **AS** DELETE
 NAME **IRVINE, JOYCE C**
 STREET ADDRESS **1155 PEACHTREE ST NE**
 CITY-ST-ZIP **ATLANTA GA 30309-3610**

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE Change 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 C. Irvine
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Joyce C. Irvine

1/25/99

Date

404-249-4450

Daytime Phone #

CR2E034 (11/98)

247767-40658-44
F97000003920

BELLSOUTH BSE, INC.

ATTACHMENT TO ANNUAL REPORTS

DIRECTOR

Robert C. Scheye
11th Floor
2727 Paces Ferry Road
Atlanta, Georgia 30339-4053

OFFICERS

Robert C. Scheye, President
11th Floor
2727 Paces Ferry Road
Atlanta, Georgia 30339-4053

James G. Harralson, Vice President, Secretary and General Counsel
32 Perimeter Center East
Atlanta, Georgia 30346

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