


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
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DOCUMENT # F97000003962 (4)
 1. Corporation Name
BELLSOUTH CHILE HOLDINGS, INC.

Principal Place of Business 1155 PEACHTREE ST NE, SUITE 1800 ATLANTA GA 30309-3610	Mailing Address 1155 PEACHTREE ST NE, SUITE 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 07/29/1997	
21	26	4. FEI Number 58-2090407		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 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	
24	25	29	30		

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				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	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, CHARLES C III	1.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST, NE	1.3 STREET ADDRESS	See Attached
CITY - ST - ZIP	ATLANTA GA 30309-4599	1.4 CITY - ST - ZIP	
TITLE	VS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, JEFFREY P	2.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST, NE	2.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA 30309-4599	2.4 CITY - ST - ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARTHUR, RAWDON W	3.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST, NE	3.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA 30309-4599	3.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEON, ROBERTO	4.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST, NE	4.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA 30309-4599	4.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WIOR, MAURICIO	5.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST, NE	5.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA 30309-4599	5.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEARD, JAMES P	6.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST, NE	6.3 STREET ADDRESS	
CITY - ST - ZIP	ATLANTA GA 30309-4599	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)(j), 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: *James P. Beard* **James P. Beard** 1/15/98 (404) 249-4450

CR2E034 (10/97)

BELLSOUTH CHILE HOLDINGS, INC.

Attachment to Annual Reports

Directors

Roberto Peon
Suite 400, 1100 Peachtree Street
Atlanta, GA 30309

Mauricio Wior
Suite 400, 1100 Peachtree Street
Atlanta, GA 30309

James P. Beard
Suite 400, 1100 Peachtree Street
Atlanta, GA 30309

W. P. Shannon
Suite 2007, 1155 Peachtree Street
Atlanta, GA 30309

Officers

Charles C. Miller, III, President
Suite 400, 1100 Peachtree Street
Atlanta, GA 30309

Jeffrey P. Brown, VP/Secretary/General Counsel
Suite 400, 1100 Peachtree Street
Atlanta, GA 30309

Rawdon W. McArthur, Treasurer
14K01, 1155 Peachtree Street
Atlanta, GA 30309

Joyce Clower Irvine, Assistant Secretary
Suite 1800, 1155 Peachtree Street
Atlanta, GA 30309