

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

**FILED**  
**Apr 23, 1999 8:00 am**  
**Secretary of State**

04-23-1999 90136 023 \*\*\*150.00

**PROFIT CORPORATION ANNUAL REPORT 1999**



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

**DOCUMENT # F97000003962**

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
--	--

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified <b>07/29/1997</b>	4. FEI Number <b>58-2090407</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
Trust Fund Contribution		
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CORPORATION SERVICE COMPANY**  
 1201 HAYS STREET  
 TALLAHASSEE FL 32301-2525

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	<b>FL</b>
83	
84 City	

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>P</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MILLER, CHARLES C III</b>	1.2 NAME	
STREET ADDRESS	<b>1100 PEACHTREE ST, NE</b>	1.3 STREET ADDRESS	<b>See Attachment</b>
CITY-ST-ZIP	<b>ATLANTA GA 30309-4599</b>	1.4 CITY-ST-ZIP	
TITLE	<b>VS</b> <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BROWN, JEFFREY P</b>	2.2 NAME	
STREET ADDRESS	<b>1100 PEACHTREE ST, NE</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ATLANTA GA 30309-4599</b>	2.4 CITY-ST-ZIP	
TITLE	<b>T</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MCARTHUR, RAWDON W</b>	3.2 NAME	
STREET ADDRESS	<b>1100 PEACHTREE ST, NE</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ATLANTA GA 30309-4599</b>	3.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>PEON, ROBERTO</b>	4.2 NAME	
STREET ADDRESS	<b>1100 PEACHTREE ST, NE</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ATLANTA GA 30309-4599</b>	4.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WIOR, MAURICIO</b>	5.2 NAME	
STREET ADDRESS	<b>1100 PEACHTREE ST, NE</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ATLANTA GA 30309-4599</b>	5.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BEARD, JAMES P</b>	6.2 NAME	
STREET ADDRESS	<b>1100 PEACHTREE ST, NE</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ATLANTA GA 30309-4599</b>	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* **SIGNATURE REQUIRED** Joyce Clower Irvine 4/15/99 404-249-4450  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

F97000003962  
401162-90136-28

**BELLSOUTH CHILE HOLDINGS, INC.**

**Attachment to Annual Reports**

**Directors**

Charles M. Nalbone  
Suite 400, 1100 Peachtree Street  
Atlanta, GA 30309

**Officers**

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

J. Alberto Gonzalez-Pita, 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