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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F98000000306

1. Corporation Name
BELLSOUTH MNS, INC.



Principal Place of Business
 SUITE 1800, 1155 PEACHTREE ST., N.E.
 ATLANTA GA 30309

Mailing Address
 SUITE 1800, 1155 PEACHTREE ST., N.E.
 ATLANTA GA 30309

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/20/1998

4. FEI Number

APPLIED FOR

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$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

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 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	<input type="checkbox"/> DELETE
NAME	ANDERSON, RICHARD A	
STREET ADDRESS	STE 1000, 1100 PEACHTREE ST., NE	
CITY-ST-ZIP	ATLANTA GA	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	JACOBS, PHIL S	
STREET ADDRESS	1710 REDBOURNE DRIVE	
CITY-ST-ZIP	DUNWOODY GA	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	HOGEMAN, HUBERT H	
STREET ADDRESS	STE 1100, 2727 PACES FERRY RD	
CITY-ST-ZIP	ATLANTA GA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WALTON, GARY L	
STREET ADDRESS	STE 1925, 1155 PEACHTREE, ST., NE	
CITY-ST-ZIP	ATLANTA GA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	IRVINE, JOYCE C	
STREET ADDRESS	STE 1800, 1155 PEACHTREE ST., NE	
CITY-ST-ZIP	ATLANTA GA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	See Attachment
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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* **Joyce C. Irvine** 1/25/99 404-249-4450
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

24 / 165-70058-42
F98 00206 0306

BELLSOUTH MNS, INC.

ATTACHMENT TO ANNUAL REPORTS

DIRECTOR

Richard A. Anderson
Suite 1701, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

OFFICERS

Donna A. Lee, President
Suite 200, 2400 Century Parkway
Atlanta, Georgia 30345

Harry M. Lightsey, Vice President, General Counsel, External Affairs
and Secretary

Suite E2-1
2400 Century Parkway
Atlanta, Georgia 30345

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

Joyce Clower Irvine, Assistant Secretary
Suite 1800, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610