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**Apr 02 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # **P00120** (6)  
 1. Corporation Name  
**BELLSOUTH MOBILITY INC**



Principal Place of Business: **1100 PEACHTREE ST. SUITE 910 ATLANTA GA 30309**  
 Mailing Address: **1100 PEACHTREE ST. SUITE 910 ATLANTA GA 30309**

3. Date Incorporated or Qualified: **12/05/1983** 3a. Date of Last Report: **05/01/1996**  
 4. FEI Number: **58-1530964** 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 has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

2. Principal Place of Business: 21, 22, 23, 24  
 2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent  
**THE PRENTICE HALL CORPORATION SYSTEM, INC.**  
**1201 HAYS STREET**  
**SUITE 105**  
**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  
 85 Zip Code: **FL**

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: \_\_\_\_\_ DATE: \_\_\_\_\_  
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONALD, ODIE C.	1.2 NAME	<b>SEE ATTACHED SCHEDULE</b>
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLAWSON, VINCENT R.	2.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THORPE, JAMES	3.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCALLISTER, ROY P.	4.2 NAME	<b>100002131251</b> <b>-04/02/97--01061--013</b> <b>***1155.00</b>
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLASS, JAMES W.	5.2 NAME	<b>V/T</b> <b>GLASS, JAMES W.</b> <b>1100 PEACHTREE ST. SUITE 1000</b> <b>ATLANTA, GA 30309</b>
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	5.4 CITY-ST-ZIP	
TITLE	VSD	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WALSH, MARTIN T.	6.2 NAME	<b>V/S/D</b> <b>CARBONELL, JOAQUIN R.</b> <b>1100 PEACHTREE ST. SUITE 1000</b> <b>ATLANTA, GA 30309</b>
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	6.4 CITY-ST-ZIP	

14. I do 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: **J. Carbonell** **JOAQUIN R. CARBONELL** 03/26/97 404/249-0934  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**BELLSOUTH MOBILITY INC  
DIRECTORS AND OFFICERS  
as of March 25, 1997**

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**DIRECTORS**

Charles S. Hamm

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

Odie C. Donald

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

Joaquin R. Carbonell

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

**OFFICERS**

Odie C. Donald

President

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

James W. Glass

Vice President -  
Finance and Treasurer

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

Joaquin R. Carbonell

Vice President -  
General Counsel &  
Secretary

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

Vincent R. Clawson

Vice President -  
Engineering & Operations

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

G. Dan Smith

Vice President -  
Sales & Marketing

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

Roy P. McAllister

Vice President -  
Corporate Affairs

1100 Peachtree Street  
Suite 1000  
Atlanta, GA 30309-4599

Steve Gray

Vice President - South Florida

5201 Congress Avenue  
Boca Raton, FL 33487

Craig D. Sparks

Vice President -  
Georgia

5600 Glenridge Drive  
Suite 500  
Atlanta, GA 30342

James A. Thorpe

Vice President -  
Tennessee

5310 Maryland Way  
Brentwood, TN 37027

49-384

<b>James R. Bacon</b>	<b>Vice President - North Florida</b>	<b>100 Technology Parkway Suite 100 Lake Mary, FL 32746</b>
<b>Glen Estell</b>	<b>Vice President - Louisiana</b>	<b>3900 North Causeway Blvd. Suite 1150 Metairie, LA 70002</b>
<b>C. W. Shewbridge, III</b>	<b>Vice President - Taxes</b>	<b>1155 Peachtree Street Room 1922 Atlanta, GA 30309-3610</b>
<b>Lynn Alexander</b>	<b>Assistant Vice President - Taxes</b>	<b>1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610</b>
<b>Nancy J. Davis</b>	<b>Assistant Vice President - Taxes</b>	<b>1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610</b>
<b>Leanne N. Harvey</b>	<b>Assistant Vice President - Taxes</b>	<b>1155 Peachtree Street Room 16H02 Atlanta, GA 30309-3610</b>
<b>Louis Merritt II</b>	<b>Assistant Vice President - Taxes</b>	<b>1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610</b>
<b>Adele H. Shepherd</b>	<b>Assistant Vice President - Taxes</b>	<b>1155 Peachtree Street Room 16B01 Atlanta, GA 30309-3610</b>
<b>E. Elliott Thompson</b>	<b>Assistant Vice President - Taxes</b>	<b>1155 Peachtree Street Room 14H02 Atlanta, GA 30309-3610</b>
<b>Juliana W. Protiva</b>	<b>Assistant Vice President - Taxes</b>	<b>1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610</b>
<b>Lynn Wentworth</b>	<b>Comptroller</b>	<b>500 Northpark Town Center 1100 Abernathy Road Suite 300 Atlanta, GA 30328</b>
<b>C. Clalborne Barksdale</b>	<b>Assistant Secretary</b>	<b>1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599</b>
<b>David G. Frolio</b>	<b>Assistant Secretary</b>	<b>1133 21st Street, N.W. Washington, D.C. 20036</b>
<b>Michael P. Goggin</b>	<b>Assistant Secretary</b>	<b>1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599</b>

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**Kerwin L. Gray**

**Assistant Secretary**

**1100 Peachtree Street  
Suite 910  
Atlanta, GA 30309-4599**

**Joyce Clower Irvine**

**Assistant Secretary**

**1155 Peachtree Street  
Suite 1800  
Atlanta, GA 30309-3810**

**Charleste G. McCoy**

**Assistant Secretary**

**Perimeter 400 Center  
1100 Johnson Ferry Road  
Suite 180  
Atlanta, GA 30342**

**Elizabeth A. Mussell**

**Assistant Secretary**

**1100 Peachtree Street  
Suite 910  
Atlanta, GA 30309-4599**

**Anath Qualls**

**Assistant Treasurer**

**500 Northpark Town Center  
1100 Abernathy Road  
Suite 300  
Atlanta, GA 30328**