

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

FILED
May 20 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P00120 (6)

1. Corporation Name
BELLSOUTH MOBILITY INC



| | |
|---|---|
| Principal Place of Business 1100 PEACHTREE ST. SUITE 010 ATLANTA GA 30309 | Mailing Address 1100 PEACHTREE ST. SUITE 010 ATLANTA GA 30309 |
|---|---|

DO NOT WRITE IN THIS SPACE

| | |
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| 2. Principal Place of Business 21 1100 Peachtree Street Suite, Apt. #, etc. 22 1000 City & State 23 Atlanta Zip 24 30309 | 2a. Mailing Address 26 1100 Peachtree Street Suite, Apt. #, etc. 27 1000 City & State 28 Atlanta Zip 29 30309 |
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|---|---------------------------------------|--|
| 3. Date Incorporated or Qualified 12/05/1983 | 4. FEI Number 58-1530964 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required | |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees | |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

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

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|---------|---|----|---------|-------------|
| 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 607.1604, 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 _____ (NOT Registered Agent signature required when reinstating) _____ DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |
|---|--|--|
| TITLE PD | NAME DONALD, ODIE C. | 1.1 TITLE PD |
| STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000 | CITY-ST-ZIP ATLANTA GA 30309 | 1.2 NAME Mark L. Feidler |
| | | 1.3 STREET ADDRESS 1100 Peachtree Street, Suite 1000 |
| | | 1.4 CITY-ST-ZIP Atlanta, GA 30309 |
| TITLE V | NAME CLAWSON, VINCENT R. | 2.1 TITLE |
| STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000 | CITY-ST-ZIP ATLANTA GA 30309 | 2.2 NAME |
| | | 2.3 STREET ADDRESS |
| | | 2.4 CITY-ST-ZIP |
| TITLE V | NAME THORPE, JAMES | 3.1 TITLE |
| STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000 | CITY-ST-ZIP ATLANTA GA 30309 | 3.2 NAME |
| | | 3.3 STREET ADDRESS |
| | | 3.4 CITY-ST-ZIP |
| TITLE V | NAME MCALLISTER, ROY P. | 4.1 TITLE |
| STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000 | CITY-ST-ZIP ATLANTA GA 30309 | 4.2 NAME |
| | | 4.3 STREET ADDRESS |
| | | 4.4 CITY-ST-ZIP |
| TITLE VT | NAME GLASS, JAMES W. | 5.1 TITLE |
| STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000 | CITY-ST-ZIP ATLANTA GA 30309 | 5.2 NAME |
| | | 5.3 STREET ADDRESS |
| | | 5.4 CITY-ST-ZIP |
| TITLE VSD | NAME CARBONELL, JOAQUIN R | 6.1 TITLE |
| STREET ADDRESS 1100 PEACHTREE ST., SUITE 1000 | CITY-ST-ZIP ATLANTA GA 30309 | 6.2 NAME |
| | | 6.3 STREET ADDRESS |
| | | 6.4 CITY-ST-ZIP |

See Attached Schedule

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 checked or on an attachment with an address.

Signature: J. M. Munnell **12/20/98**

CRE034 (10/97)

**BELLSOUTH MOBILITY INC
DIRECTORS AND OFFICERS
as of April 28, 1998**

DIRECTORS

| | | |
|----------------------|--|---|
| Charles S. Hamm | | 1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599 |
| Mark L. Feidler | | 1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599 |
| Joaquin R. Carbonell | | 1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599 |

OFFICERS

| | | |
|----------------------|--|---|
| Mark L. Feidler | President | 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 |
| James W. Glass | Vice President - Finance and Treasurer | 1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599 |
| Joaquin R. Carbonell | Vice President - General Counsel and Secretary | 1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599 |
| Karen K. Bennett | Vice President - Alabama | 100 Concourse Parkway Suite 375 Birmingham, AL 35244 |
| Daniel P. Norman | Vice President - South Florida | 5201 Congress Avenue Boca Raton, FL 33487 |
| Stephen J. Gray | Vice President - West Florida | 4940 Northdale Blvd. Tampa, FL 33624 |

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| Craig D. Sparks | Vice President - Georgia | 5600 Glenridge Drive Suite 500 Atlanta,GA 30342 |
| Glen Estell | Vice President - Louisiana | 3900 North Causeway Blvd. Suite 1150 Metairie, LA 70002 |
| James A. Thorpe | Vice President - Tennessee | 5310 Maryland Way Brentwood, TN 37027 |
| James R. Bacon | Vice President - North Florida | 100 Technology Parkway Suite 100 Lake Mary, FL 32746 |
| C. W. Shewbridge, III | Vice President - Taxes | 1155 Peachtree Street Room 1922 Atlanta, GA 30309-3610 |
| Nancy J. Davis | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Pamela H. Cook | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Leanne N. Harvey | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Lazaros J. Tiliacos | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Steven L. Sheppard | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Stephen C. Paul | Assistant Vice President - Taxes | 1155 Peachtree Street Atlanta, GA 30309-3610 |
| Pavan Bhalla | Comptroller | 500 Northpark Town Center 1100 Abernathy Road Suite 302 Atlanta, GA 30328 |
| C. Claiborne Barksdale | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |
| David G. Frolio | Assistant Secretary | 1133 21st Street, N.W. Washington, D.C. 20036 |
| Michael P. Goggin | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |
| Kerwin L. Gray | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |

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| Joyce Clower Irvine | Assistant Secretary | 1155 Peachtree Street Suite 1800 Atlanta, GA 30309-3610 |
| Gloria L. Johnson | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |
| Charleste G. McCoy | Assistant Secretary | 1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599 |
| 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 |