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FILED
May 06, 1999 8:00 am
Secretary of State

05-06-1999 90305 008 *1,050.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P00120

1. Corporation Name
BELLSOUTH MOBILITY INC



Principal Place of Business
 1100 PEACHTREE ST.
 SUITE 1000
 ATLANTA GA 30309
 US

Mailing Address
 1100 PEACHTREE ST.
 SUITE 910
 ATLANTA GA 30309

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

3. Date Incorporated or Qualified
12/05/1983

4. FEI Number
58-1530964

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

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 **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	DD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FEIDLER, MARK L	1.2 NAME	<i>See attached Schedule</i>
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	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	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, DAN	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 <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCALLISTER, ROY P.	4.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	4.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLASS, JAMES W.	5.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	5.4 CITY-ST-ZIP	
TITLE	VSD <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARBONELL, JOAQUIN R	6.2 NAME	
STREET ADDRESS	1100 PEACHTREE ST., SUITE 1000	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30309	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: *Katherine Harris* Date: **4/21/99** Daytime Phone #: **404/249-0934**

CR2E034 (11/98)

**BELLSOUTH MOBILITY INC
DIRECTORS AND OFFICERS
as of April 1, 1999**

P00120
512322-90305-51

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

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

Karen K. Bennett

Vice President -
Sales

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Larry Powell

Vice President -
Marketing

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Carol S. Carter

Vice President -
Customer Operations

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Scott Fox

Vice President -
Wireless Technologies

1100 Peachtree Street
Suite 900
Atlanta, GA 30309-4599

Joaquin R. Carbonell

Vice President -
General Counsel and
Secretary

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

P00120
512 322-90305-51

Leann Priebe	Vice President - Alabama	100 Concourse Parkway Suite 375 Birmingham, AL 35244
C. L. Carter	Vice President - Florida	1101 Greenwood Blvd. Lake Mary, FL 32746
Daniel P. Norman	Vice President/General Manager- Florida Cellular	5201 Congress Avenue Boca Raton, FL 33487
John L. Whiddon	Vice President/General Manager - Florida PCS	12477 Telecom Drive Tampa, FL 33637
Glen Estell	Vice President - Georgia	5600 Glenridge Drive Suite 500 Atlanta, GA 30342
Joseph M. Larussa	Vice President - Louisiana	3900 North Causeway Blvd. Suite 1150 Metairie, LA 70002
Mike Dobbs	Vice President - Kentucky	1650 Lyndon Farms Court Louisville, KY 40223
James A. Thorpe	Vice President - Tennessee	5310 Maryland Way Brentwood, TN 37027
C. W. Shewbridge, III	Vice President - Taxes	1155 Peachtree Street Room 1922 Atlanta, GA 30309-3610
Teresa G. Blizzard	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
Leanne N. Harvey	Assistant Vice President - Taxes	1155 Peachtree Street Atlanta, GA 30309-3610
Tina M. Morton	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
W. Kyle Tompkins	Assistant Vice President - Taxes	1155 Peachtree Street Atlanta, GA 30309-3610
Sharron F. Lathem	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

POD 120
512322-90305-51

C. Claiborne Barksdale	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Thomas M. Meiss	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
David G. Frolio	Assistant Secretary	1133 21st Street, NW Washington, DC 20036
Kerwin L. Gray	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Gloria L. Johnson	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
S. Kendall Butterworth	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
Joyce Clower Irvine	Assistant Secretary	1155 Peachtree Street Suite 1800 Atlanta, GA 30309-3610
Anath Qualls	Assistant Treasurer	400 Northpark Town Center 1000 Abernathy Road Suite 290 Atlanta, GA 30328
James Pittman	Assistant Treasurer	1155 Peachtree Street Atlanta, GA 30309-3610
Robert Hamilton	Assistant Treasurer	1155 Peachtree Street Atlanta, GA 30309-3610