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Feb 06 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 # P00329 (3)
1. Corporation Name
BELLSOUTH TELECOMMUNICATIONS, INC.



Principal Place of Business Mailing Address
675 W. PEACHTREE STREET, N.E.
4506 SOUTHERN BELL CENTER
ATLANTA GA 30375 US
675 W. PEACHTREE STREET, N.E.
4506 SOUTHERN BELL CENTER
ATLANTA GA 30375-0001
US

3. Date Incorporated or Qualified 12/19/1983
3a. Date of Last Report 02/07/1996
4. FEI Number 58-0436120 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 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
BEATTY, ROBERT G
150 WEST FLAGLER ST., SUITE 1910
MIAMI FL 33130

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
TITLE PD DELETE
NAME ACKERMAN, F. DUANE
STREET ADDRESS 4500 SOUTHERN BELL CENTER
CITY-ST-ZIP ATLANTA GA
TITLE S DELETE
NAME GROCE, WILLIAM H., JR.
STREET ADDRESS 4518 SOUTH BELL CTR
CITY-ST-ZIP ATLANTA GA
TITLE T DELETE
NAME SIMPSON, JAMES E.
STREET ADDRESS 6HI 3700 COLONNADE PKWY
CITY-ST-ZIP BIRMINGHAM AL
TITLE P DELETE
NAME ANDERSON, JOE M., JR.
STREET ADDRESS 1800 HAMPTON ST.BLDG.
CITY-ST-ZIP COLUMBIA SC
TITLE P DELETE
NAME ALLGOOD, J. KELLY
STREET ADDRESS 700 LANDMARK CENTER
CITY-ST-ZIP JACKSON MI
TITLE D DELETE
NAME BLANCHARD, JAMES H.
STREET ADDRESS 901 FRONT AVENUE
CITY-ST-ZIP COLUMBUS GA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE SEE ATTACHMENTS A & B FOR Change Addition
1.2 NAME CORRECT LIST OF OFFICERS
1.3 STREET ADDRESS AND DIRECTORS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
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: *Lynn W. Jones* Lynn W. Jones 01/ /97 404 927-7080
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

ATTACHMENT A

BellSouth Telecommunications, Inc.
Officers Business Street Addresses/Telephones
January, 1997

Mr. Herschel L. Abbott, Jr.
p**State President
3000 - 365 Canal Street
New Orleans, LA 70130-1102
504 528-7000

Mr. J. Kelly Allgood
P**State President
700 Landmark Center
175 E. Capitol Street
Jackson, MS 39201
601 961-2600

Mr. Joe M. Anderson, Jr.
p**State President
807 - 1600 Hampton Street Building
Columbia, SC 29202
803 733-5333

Mr. Gregory J. Berthelot
S-Executive Assistant and Secretary
Suite 4518 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7075

Mr. Robert L. Capell III
p***President
Small Business Services
Suite 4507 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7070

Mr. Patrick H. Casey
V-Vice President and Comptroller
Suite 4503 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7055

Mr. G. Michael Cassity
V-Vice President
Strategic Management
Suite 4509 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7010

Mr. Charles B. Coe
p*Group President
Customer Operations
Suite 4514 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7030

Mr. Jere A. Drummond
P/DPresident and CEO
Suite 4500 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7000

Mrs. Rebecca M. Dunn
V-Vice President
Human Resources and Corporate Services
S7A1 - 3535 Colonnade Parkway
Birmingham, AL 35243
205 977-5358

Mr. DeWitt Ezell, Jr.
p**State President
Suite 2104 - 333 Commerce Street
Nashville, TN 37201-3300
615 214-6522

Mr. Mark L. Feidler
p***President
InterConnection Services
Suite 4511 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7020

Mr. Roger M. Flynt, Jr.
p*Group President
Regulatory & External Affairs
Suite 4516 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 335-0707

Mrs. Margaret H. Greene
V-Vice President and General Counsel
Suite 4504 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 335-0851

Mr. John R. Gunter
V-Vice President
Network Strategic Planning & Support
SE9A1 - 3535 Colonnade Parkway
Birmingham, AL 35243
205 977-5328

Mr. Richard L. Harder
V-Vice President and Chief Information
Officer
Suite 4505 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7065

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BST Officers

Mr. Elton R. King
p*Group President
Network & Technology
Suite 4515 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7035

Mr. Joseph P. Lacher
p**State President
Museum Tower Building
1901 - 150 West Flagler Street
Miami, FL 33130
305 347-5300

Mr. William R. McNair
V-Vice President
Network Operations-North
231 - 100 Perimeter Center Place
Atlanta, GA 30346
770 391-3133

Mrs. Julia B. North
p***President
Consumer Services
Suite 4512 - 675 West Peachtree St., N.E.
Atlanta, GA
404 927-7025

Mr. Roderick D. Odom, Jr.
p***President
BellSouth Business Systems
Suite 4501 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7045

Mr. J. Billie Ray, Jr.
p**State President
1522 - BellSouth Plaza
300 South Brevard Street
Charlotte, NC 28202
704 417-8799

Mr. Eddy C. Roberts, Jr.
p**State President
408 - 601 West Chestnut Street
Louisville, KY 40203
502 582-8601

Mr. Jerry W. Robinson
T-Treasurer
382 - 125 Perimeter Center West
Atlanta, GA 30346
770 391-3192

Mr. Walter W. Sessoms
p*Group President
Services
Suite 4502 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7050

Mr. Donald L. Strohmeyer
V-Vice President
Network Operations-South
640 - 666 N.W. 79th Avenue
Miami, FL 33126
305 644-4200

Mr. Carl E. Swearingen
p**State President
397 - 125 Perimeter Center West
Atlanta, GA 30346
770 391-2424

Mr. J. Richard Teel
V-Vice President
Regulatory & External Affairs
4300 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 335-0770

Mr. R. Neal Travis
p**State President
302N - 3196 Highway 280 South
Birmingham, AL 35243
205 972-2550

ATTACHMENT B

**BELLSOUTH TELECOMMUNICATIONS, INC.
DIRECTORS' BUSINESS ADDRESSES/TELEPHONES**

Jere A. Drummond
President and Chief Executive Officer
BellSouth Telecommunications, Inc.
4500 BellSouth Center
675 West Peachtree Street, N.E.
Atlanta, GA 30375
404 927-7000

C. Sidney Boren
Senior Vice President-Corporate Planning
& Development - BellSouth Corporation
2004 Campanile
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610
404 249-4360

Charles B. Coe
Group President - Customer Operations
BellSouth Telecommunications, Inc.
4514 BellSouth Center
675 West Peachtree Street, N.E.
Atlanta, GA 30375
404 927-7030

Roger M. Flynt, Jr.
Group President - Regulatory & External Affairs
BellSouth Telecommunications, Inc.
4516 BellSouth Center
675 West Peachtree Street, N.E.
Atlanta, Ga 30375
404 335-0707

Elton R. King
Group President - Network & Technology
BellSouth Telecommunications, Inc.
4515 BellSouth Center
675 West Peachtree Street, N.E.
Atlanta, Ga 30375
404 927-7035