


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

03-4631

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Secretary of State

03-16-1999 90109 048 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P00329

1. Corporation Name
BELLSOUTH TELECOMMUNICATIONS, INC.

Principal Place of Business 675 W PEACHTREE ST., NE 4506 BELLSOUTH CENTER ATLANTA GA 30375 US	Mailing Address 675 W PEACHTREE ST., NE 4506 BELLSOUTH CENTER ATLANTA GA 30375 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 12/19/1983	4. FEI Number 58-0436120	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 the current year Intangible Personal Property Tax. <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
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

TITLE	P	<input type="checkbox"/> DELETE
NAME	ANDERSON, JOE M., JR.	
STREET ADDRESS	1600 HAMPTON ST.BLDG.	
CITY-ST-ZIP	COLUMBIA SC	
TITLE	P	<input type="checkbox"/> DELETE
NAME	ALLGOOD, J. KELLY	
STREET ADDRESS	700 LANDMARK CENTER	
CITY-ST-ZIP	JACKSON MI	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE ATTACHMENTS A & B FOR
1.3 STREET ADDRESS	CURRENT LIST OF OFFICERS AND
1.4 CITY-ST-ZIP	DIRECTORS
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: *Lynn W. Jones* **Lynn W. Jones** Secretary 2/1/1999 404 927-7080

CR2E034 (11/98)

BellSouth Telecommunications, Inc.
Executive Officers Business Addresses/Telephone Numbers
February 1999

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

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

Mr. Joe M. Anderson, Jr.
V-State President-South Carolina
807 - 1600 Hampton Street
Columbia, SC 29201
803 733-5333

Mr. Jeffrey P. Brown
V-Vice President and General Counsel
Suite 4518 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 335-0707

Mr. J. Gary Butler
T-Treasurer
Suite 4433 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7159

Mr. G. Michael Cassity
V-Vice President
Network Operations - North
231 - 100 Perimeter Center Place
Atlanta, GA 30346
770-391-3133

Mr. Charles B. Coe
P/D-President
Suite 4500 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7000

Mr. Ralph de la Vega
V-Vice President
Network Operations, South
Suite 640 - 600 NW 79th Avenue
Miami, FL 33126
305 644-4200

Mr. Odie C. Donald
V/D-Group President
Customer Operations
Suite 4514 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7030

Mrs. Rebecca M. Dunn
V-Vice President
Human Resources and Corporate Services
Suite 4504 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7015

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

Mrs. Margaret H. Greene
V/D-Group President
Regulatory & External Affairs
Suite 4516 - 675 Peachtree St., NE
Atlanta, GA 30375
404 335-0851

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

Mr. Isaiah Harris
V/D-Vice President, Chief Financial Officer
and Comptroller
Suite 4503 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7055

Mr. Phil S. Jacobs
V-State President-Georgia
397 - 125 Perimeter Center West
Atlanta, GA 30346
770 391-2424

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BST Officers

Mr. Elton R. King
V/D-Group President
Network & Carrier Services Group
Suite 4515 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7035

Mr. Joseph P. Lacher
V-State President-Florida
Museum Tower Building
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Miami, FL 33130
305 347-5300

Ms. Susan A. McLaughlin
V-President-Consumer Services
Suite 4512 - 675 West Peachtree St., NE
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404 927-7025

Mr. William R. McNair
V-Vice President-Customer Services
Network & Carrier Services Group
Suite 4510 - 675 West Peachtree St., N.E.
Atlanta, GA 30375
404 927-7016

Mr. Roderick D. Odom, Jr.
V-President-BellSouth Business Systems
1704 Campanile
1155 Peachtree Street, NE
Atlanta, GA 30309-3610
404 249-5050

Mr. John Pappanastos
S-Secretary
21G63- 675 West Peachtree Street, NE
Atlanta, GA 30375
404 927-7601

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

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

Mr. W. Scott Schaefer
V-President-Interconnection Services
Suite 4511 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7020

Mr. William L. Smith
V-Vice President
Network Strategic Planning & Support
Suite 4501 - 675 West Peachtree St., NE
Atlanta, GA
404 927-1900

Mr. J. Richard Teel
V-Vice President
Regulatory & External Affairs
Suite 4502 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 335-0770

Ms. Krista S. Tillman
V-President
Small Business Services
Suite 4507 - 675 West Peachtree St., NE
Atlanta, GA 30375
404 927-7070

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

ATTACHMENT B

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

Charles B. Coe
President
BellSouth Telecommunications, Inc.
4500 BellSouth Center
675 West Peachtree Street, N.E.
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404 927-7000

C. Sidney Boren
Executive Staff Officer
BellSouth Corporation
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404 249-4360

Odie C. Donald
Group President - Customer Operations
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Jere A. Drummond
President and CEO
BellSouth Communications Group
BellSouth Corporation
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404 249-2250

Margaret H. Greene
Group President - Regulatory & External Affairs
BellSouth Telecommunications, Inc.
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404 335-0851

Isaiah Harris
Vice President, CFO and
Comptroller
BellSouth Telecommunications, Inc.
4503 BellSouth Center
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Atlanta, GA 30375
404 927-7055

Elton R. King
Group President-Network & Carrier
Services Group
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