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Mar 24 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 # P14223 (2)

1. Corporation Name  
BELLSOUTH NETWORK SOLUTIONS, INC.



Principal Place of Business Mailing Address  
675 W. PEACHTREE ST. STE. 4300 ATLANTA GA 30375 US  
675 W. PEACHTREE ST. STE. 4300 ATLANTA GA 30375-0001 US

3. Date Incorporated or Qualified 04/29/1987 3a. Date of Last Report 04/23/1996  
4. FEI Number 58-1720501 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  
THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYES ST.  
STE. 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. I, the undersigned, as the principal officer or registered agent, do hereby accept the appointment as registered agent 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, in full or with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS  
DATE TITLE NAME STREET ADDRESS CITY-STATE-ZIP  
PD  DELETE FREDRICK K. SHAFTMAN 1936 BLUE HILLS DR ROANKE VA 24012  
D  DELETE DOUGLAS A. BULLETT 1100 ASHWOOD PKWY STE. 200 ATLANTA GA  
D  DELETE ROBERT L. COPELL III 675 W. PEACHTREE ST ATLANTA GA  
D  DELETE SMITH, WILLIAM L. 4421 SOUTHERN BELL CENTER ATLANTA GA  
D  DELETE JAMES M. SCHENK 3000 RIVERCHASE GALLERIA STE. 1250 BIRMINGHAM AL 35244  
D  DELETE CASEY, PATRICK H. 4503 SOUTHERN BELL CENTER ATLANTA GA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  
1.1 TITLE Assistant Secretary  Change  Addition  
1.2 NAME Eric B. Rudolph  
1.3 STREET ADDRESS 675 West Peachtree Street, Suite 4300  
1.4 CITY-STATE-ZIP Atlanta, Georgia 30375  
2.1 TITLE VS  Change  Addition  
2.2 NAME D. Scott Stenhouse  
2.3 STREET ADDRESS 1800 Century Boulevard, Suite 170  
2.4 CITY-STATE-ZIP Atlanta, Georgia 30345  
3.1 TITLE Treasurer  Change  Addition  
3.2 NAME F. Wayne French  
3.3 STREET ADDRESS 125 Perimeter  
3.4 CITY-STATE-ZIP Atlanta, Georgia 30346  
4.1 TITLE PD  Change  Addition  
4.2 NAME Smith, William L.  
4.3 STREET ADDRESS 675 West Peachtree Street, Suite 4421  
4.4 CITY-STATE-ZIP Atlanta, Georgia  
5.1 TITLE  Change  Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-STATE-ZIP  
6.1 TITLE  Change  Addition  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-STATE-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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 on Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Eric B. Rudolph* Eric B. Rudolph, Assistant Secretary (404)335-0717  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
0012906

CR2E034 (9/96)