

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

FILED
Apr 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P14223 (2)
 1. Corporation Name:

BellSouth Network Solutions, Inc.

Principal Place of Business 675 W. Peachtree Street Ste. 4300 Atlanta, Georgia 30375	Mailing Address 675 W. Peachtree Street Ste. 4300 Atlanta, Georgia 30375
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
4/29/87

21. Principal Place of Business	2a. Mailing Address	4. FEI Number 58-1720501	Applied For <input type="checkbox"/>	Not Applicable <input checked="" type="checkbox"/>
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/>	\$8.75 Additional Fee Required
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

The Prentice Hall Corporation System, Inc.
1201 Hayes Street
Suite 105
Tallahassee, Florida 32301

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
83.	
84. City	

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

Signature of current registered agent, if applicable

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Eric B. Rudolph	1.2 NAME	VS
STREET ADDRESS	675 W. Peachtree St., S4300	1.3 STREET ADDRESS	1800 Century Blvd., S170
CITY-ST-ZIP	Atlanta, Georgia 30375	1.4 CITY-ST-ZIP	Atlanta, Georgia 30345
TITLE	VS <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D. Scott Stenhouse	2.2 NAME	
STREET ADDRESS	1800 Century Blvd., S170	2.3 STREET ADDRESS	
CITY-ST-ZIP	Atlanta, Georgia 30345	2.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	F. Wayne French	3.2 NAME	
STREET ADDRESS	125 Perimeter Center West	3.3 STREET ADDRESS	
CITY-ST-ZIP	Atlanta, Georgia 30346	3.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Smith, William L.	4.2 NAME	
STREET ADDRESS	675 West Peachtree Street, S4504	4.3 STREET ADDRESS	
CITY-ST-ZIP	Atlanta, Georgia 30375	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	100002475481
STREET ADDRESS		6.3 STREET ADDRESS	-04/01/98--01069--019
CITY-ST-ZIP		6.4 CITY-ST-ZIP	***150.00

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 (changed) on an attachment with an address.

SIGNATURE:

Eric B. Rudolph

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Eric B. Rudolph, Assistant Sec. (404)335-0717

Date

Daytime Phone #

CR2E034 (10/97)