

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Mar 18 1996 8:00 am
Secretary of State

DOCUMENT # P14895 (7)

1. Corporation Name
BELLSOUTH BUSINESS SYSTEMS, INC.



Principal Place of Business Mailing Address
**675 W. PEACHTREE STREET
4300 SOUTHERN BELL CENTER
ATLANTA GA 30375** **675 W. PEACHTREE STREET
4300 SOUTHERN BELL CENTER
ATLANTA GA 30375**

2. Principal Place of Business		2a. Mailing Address	
21		26	
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.	
23. City & State		28. City & State	
24. Zip	25. Country	29. Zip	30. Country

3. Date Incorporated or Qualified 06/18/1987	3a. Date of Last Report 02/22/1995
4. FEI Number 58-1682668	Applied For Not Applicable
5. Certificate of Status Desired	<input 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 has liability for intangible tax under s. 199.032, Florida Statutes <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
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	
85. Zip Code	FL

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 (Print Name) Signature of New Registered Agent (Print Name) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	SHAFTMAN, FREDRICK K	
STREET ADDRESS	1936 BLUE HILLS DR	
CITY-STATE-ZIP	ROANOKE VA 24012	
TITLE	D	<input type="checkbox"/> DELETE
NAME	RAY, BILLIE H	
STREET ADDRESS	RM 1010 SOUTHERN NATIONAL CENTER	
CITY-STATE-ZIP	CHARLOTTE NC	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BUSH, ERNEST D	
STREET ADDRESS	675 W PEACHTREE ST, SUITE 4516	
CITY-STATE-ZIP	ATLANTA GA	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	ROBERT L. CAPELL	
STREET ADDRESS	675 W. PEACHTREE ST. STE. 4300	
CITY-STATE-ZIP	ATLANTA GA 30375	
TITLE	T	<input type="checkbox"/> DELETE
NAME	MAINOR, GARY	
STREET ADDRESS	12125 TECHNOLOGY DRIVE	
CITY-STATE-ZIP	EDEN PRAIRIE MN 55344	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	JAMES M. SCHERK	
STREET ADDRESS	SUITE 1250 3000 RIVERCHASE GALLERIA	
CITY-STATE-ZIP	BIRMINGHAM AL 35299	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12. NAME	
13. STREET ADDRESS	
14. CITY-STATE-ZIP	
21. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22. NAME	
23. STREET ADDRESS	
24. CITY-STATE-ZIP	
31. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32. NAME	
33. STREET ADDRESS	
34. CITY-STATE-ZIP	
41. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42. NAME	
43. STREET ADDRESS	
44. CITY-STATE-ZIP	
51. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52. NAME	
53. STREET ADDRESS	
54. CITY-STATE-ZIP	
61. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62. NAME	
63. STREET ADDRESS	
64. CITY-STATE-ZIP	

See Attached

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: *Camille S. Goo*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)

**BELLSOUTH BUSINESS SYSTEMS, INC.,
OFFICERS**

Richard A. Anderson
President
4510 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, GA 30375

John Derham
Executive Vice President
Suite 100
1800 Century Boulevard
Atlanta, GA 30345

Fred Shaftman
Executive Vice President
1936 Blue Hills Drive, NE
Roanoke, VA 24012

James M. Schenk
Vice President & CFO
Suite 100
1800 Century Boulevard
Atlanta, GA 30345

Lawrence E. Gill
Vice President, General Counsel & Secretary
Suite 170
1800 Century Boulevard
Atlanta, GA 30345

Mary O. Wier
Treasurer
Room 1F
3700 Colonnade Parkway
Birmingham, AL 35243

**BELLSOUTH BUSINESS SYSTEMS, INC.
DIRECTORS**

Richard A. Anderson
4510 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, GA 30375

Patrick H. Casey
4503 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, GA 30375

Fredrick K. Shaftman
1936 Blue Hills Drive, NE
Roanoke, VA 24012

J. Billie Ray, Jr.
1010 Southern National Center
200 South College Street
Charlotte, NC 28230

Ernest L. Bush
4432 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, GA 30375

Robert L. Capell, III
4507 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, GA 30375

Gary A. Mainor
12125 Technology Drive
Eden Prairie, MN 55344

James M. Schenk
Suite 100
1800 Century Boulevard
Atlanta, GA 30345

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Mark L. Feidler
1710 Campanile
1155 Peachtree Street, NE
Atlanta, GA 30309-3610

Arlen G. Yokley
2001 Campanile
1155 Peachtree Street, NE
Atlanta, GA 30309-3610