

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

FILED
May 13 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 # P14895 (7)

1. Corporation Name
BELLSOUTH BUSINESS SYSTEMS, INC.



Principal Place of Business 675 W. PEACHTREE STREET 4300 SOUTHERN BELL CENTER ATLANTA GA 30375	Mailing Address 675 W. PEACHTREE STREET 4300 SOUTHERN BELL CENTER ATLANTA GA 30375
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1800 Century Boulevard Suite, Apt. #, etc. 22 Suite 170 City & State 23 Atlanta, GA 30345 Zip Country 24 25 USA	2a. Mailing Address 26 1800 Century Boulevard Suite, Apt. #, etc. 27 Suite 170 City & State 28 Atlanta, Georgia 30345 Zip Country 29 30 USA
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3. Date Incorporated or Qualified 06/18/1987	4. FEI Number 58-1682668	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <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

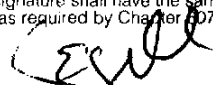
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P SHAFTMAN, FREDRICK K 1936 BLUE HILLS DR ROANOKE VA 24012 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	President Roderick D. Odom 675 W. Peachtree Street Atlanta, Georgia 30375 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D RAY, BILLIE H RM 1010 SOUTHERN NATIONAL CENTER CHARLOTTE NC <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	Sr. Exec. Vice President John Derham 1800 Century Boulevard, Suite 100 Atlanta, Georgia 30345 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BUSH, ERNEST D 675 W PEACHTREE ST, SUITE 4516 ATLANTA GA <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	Vice President, General Counsel Lawrence E. Gill 1800 Century Boulevard, Suite 170 Atlanta, Georgia 30345 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPS ROBERT L. CAPELL 675 W. PEACHTREE ST. STE. 4300 ATLANTA GA 30375 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T MAINOR, GARY 12125 TECHNOLOGY DRIVE EDEN PRAIRIE MN 55344 <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	Treasurer F. Wayne French 125 Perimeter Center West Atlanta, Georgia 30345 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPD JAMES M. SCHERK SUITE 1250 3000 RIVERCHASE GALLERIA BIRMINGHAM AL 35299 <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	SEE ATTACHED FOR DIRECTORS <input type="checkbox"/> Change <input type="checkbox"/> Addition

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.

SIGNATURE: Lawrence E. Gill  4-27-98 (404) 235-3700

CR2E034 (10/97)

**BELLSOUTH BUSINESS SYSTEMS, INC.
DIRECTORS
(BUSINESS ADDRESSES)**

**Richard A. Anderson
Suite 1701
1100 Peachtree Street, N.E.
Atlanta, Georgia 30309**

**Frederick K. Shaftman
1936 Blue Hills Drive, N.E.
Roanoke, Virginia 24012**

**Robert L. Capell, III
Suite 1706
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309**

**J. Billie Ray, Jr.
1522 BellSouth Plaza
300 South Brevard Street
Charlotte, North Carolina 28202**

**Isalah Harris
4503 Southern Bell Center
675 West Peachtree Street, N.E.
Atlanta, Georgia 30375**

**Ernest L. Bush
4428 Southern Bell Center
675 West Peachtree Street, N.E.
Atlanta, Georgia 30375**

**Gary B. Jordan
Suite 100
1800 Century Boulevard
Atlanta, Georgia 30345**

**Roderick D. Odom, Jr.
1704 Campanile
1155 Peachtree Street
Atlanta, Georgia 30309**

**John Derham
Suite 100
1800 Century Boulevard
Atlanta, Georgia 30345**