

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

CORPORATION
ANNUAL REPORT
1995



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

FILED

95 JAN 23 AM 10:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P15678 (6)
1. Corporation Name
BELLSOUTH COMMUNICATION SYSTEMS, INC.

Principal Place of Business	Mailing Address
1936 BLUE HILLS DRIVE P.O. BOX 5455 ROANOKE VA 24012	1936 BLUE HILLS DRIVE P.O. BOX 5455 ROANOKE VA 24012

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified 08/25/1987	3a. Date of Last Report 02/23/1994
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2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23	28
Zip	Country
24	25
Country	29
30	

4. FEI Number 58-1744731	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired	<input type="checkbox"/> \$0.75 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 checked="" 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	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 _____ DATE _____
(Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when resigning.)

12. OFFICERS AND DIRECTORS

TITLE	PD
NAME	SHAFTMAN, FREDRICK K.
STREET ADDRESS	1936 BLUE HILLS DRIVE
CITY - ST - ZIP	ROANOKE VA
TITLE	VD
NAME	HOLMES, RICHARD H
STREET ADDRESS	1936 BLUE HILLS DR
CITY - ST - ZIP	ROANOKE VA
TITLE	VT
NAME	JARRELL, DALLAS G.
STREET ADDRESS	1936 BLUE HILLS DRIVE
CITY - ST - ZIP	ROANOKE VA
TITLE	S
NAME	FADEL, KIM ALBERT
STREET ADDRESS	1936 BLUE HILLS DRIVE
CITY - ST - ZIP	ROANOKE VA
TITLE	CD
NAME	JACOBS, PHILIP S.
STREET ADDRESS	675 W. PEACHTREE ST.
CITY - ST - ZIP	ATLANTA GA
TITLE	V
NAME	HELMY, DANNY M.
STREET ADDRESS	27 LOST GROVE CT.
CITY - ST - ZIP	LILBURN GA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
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	

See Attached Lists

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)(b), 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 as an attachment with an address.

SIGNATURE: Wendell K. Faust 1/14/95 703.983-6000
SIGNATURE AND TYPED OR PRINTED NAME OF REGISTERING OFFICER OR DIRECTOR

BellSouth Communication Systems

1936 Blue Hills Drive, N.E.
P.O. Box 5455
Roanoke, Virginia 24012
(703) 983-6000
FEI: 58-1744731

Officers

November, 1994

Fredrick Krish Shaftman
President/Chief Executive Officer
5015 Crossbow Circle
Roanoke, Virginia 24014
SSN: 225-62-9880 D.O.B. 04/09/48

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Richard Harvey Holmes
Senior Vice President/Chief Financial Officer
5841 Olde Locke Court
Roanoke, Virginia 24018
SSN: 254-68-4281 D.O.B. 05/02/46

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Dallas Grey Jarrell
Vice President Special Projects
5219 Archer Drive, SW
Roanoke, Virginia 24014
SSN: 239-62-7465 D.O.B. 12/25/38

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Victor Jason Horrell
Vice President Professional Services
1325 Ivy Street
Roanoke, Virginia 24014
SSN: 239-66-5914 D.O.B. 04/14/41

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Danny Michael Helmly
Vice President Operations
27 Lost Grove Court
Lilburn, Georgia 30247
SSN: 259-68-0153 D.O.B. 02/27/46

1645 Tullie Circle
Suite 100
Atlanta, Georgia 30329

Martha Sue Good
Vice President Marketing
3203 Ellsworth Street, NE
Roanoke, Virginia 24012
SSN: 223-84-9632 D.O.B. 09/28/54

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Kim Albert Fadel
Vice President General Counsel/Secretary
8132 Vista Forest Drive, SW
Roanoke, Virginia 24018
SSN: 242-92-2798 D.O.B. 11/15/52

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Ronald Dennis Freeman
Vice President Sales
240 Carriage Way Lane
Roswell, Georgia 30076
SSN: 283-44-0824 D.O.B. 10/03/47

1645 Tullie Circle
Suite 100
Atlanta, Georgia 30329

Wendell Kevin Scott
Comptroller/Treasurer
2717 Bobolink Lane
Roanoke, Virginia 24018
SSN: 227-98-4356 D.O.B. 07/24/61

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Geraldine Wynne Demick
Assistant Vice President Taxes
435 River Glen Trace
Atlanta, Georgia 30328
SSN: 043-62-3688 D.O.B. 09/23/59

1155 Peachtree Street, NE
Atlanta, Georgia 30367-6000

Susan Smith Creel
Assistant Vice President Taxes
98 Interlochen Drive
Atlanta, Georgia 30342
SSN: 431-92-3088 D.O.B. 06/05/49

1155 Peachtree Street, NE
5B02
Atlanta, Georgia 30367-6000

Adele Howell Shepherd
Assistant Vice President Taxes
720 Buff Drive
Atlanta, Georgia 30342
SSN: 255-70-1391 D.O.B. 08/15/45

1155 Peachtree Street, NE
16E02
Atlanta, Georgia 30367-6000

Eric Blain Rudolph
Assistant Secretary
4254 Wickersham Drive
Atlanta, Georgia 30327
SSN: 212-38-2427 D.O.B. 02/24/40

675 West Peachtree Street
Atlanta, Georgia 30375

Reta Fry Mitchell
Assistant Secretary
1022 Markham Circle
Roanoke, Virginia
SSN: 225-54-6928 D.O.B. 08/21/41

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

BellSouth Communication Systems

1936 Blue Hills Drive, N.E.
P.O. Box 5455
Roanoke, Virginia 24012
(703) 983-6000
FBI: 58-1744731

Board of Directors

November, 1994

Phillip Snow Jacobs
1710 Redbourne Drive
Atlanta, Georgia 30350
SSN: 212-52-5773

Fredrick Krish Shaftman
5015 Crossbow Circle
Roanoke, Virginia 24014
SSN: 225-62-9880

Richard Harvey Holmes
5841 Olde Locke Court
Roanoke, Virginia 24018
SSN: 254-68-4281

Patrick Harold Casey
5540 Mt. Vernon Way
Dunwoody, Georgia 30350
SSN: 260-56-1593

4511 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, Georgia 30375

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

4503 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, Georgia 30375

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

CORPORATION
ANNUAL REPORT
1995



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

DOCUMENT # **P16399** (8)

1. Corporation Name
HERE COME THE CONTINENTAL BROTHERS, LTD., CORP.

FILED
95 JAN 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business Mailing Address
C/O CONTINENTAL EQUITIES **C/O CONTINENTAL EQUITIES**
110-64 QUEENS BLVD SUITE 297 **110-64 QUEENS BLVD SUITE 297**
FOREST HILLS NY 11375-6347 **FOREST HILLS NY 11375-6347**

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		10/15/1987	02/18/1994
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22		27		11-2873567	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23		28		<input type="checkbox"/>	
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	25	29	30	<input type="checkbox"/>	
9. Name and Address of Current Registered Agent				8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes	
MCNAMARA, THOMAS P 4100 BARNETT PLAZA 101 E KENNEDY BLVD TAMPA FL 33602				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				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

(Signature, typed or printed name of registered agent and title if applicable)

(NOTE: Registered Agent signature required when registering)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEARLSTEIN, EDWARD	1.2 NAME	
STREET ADDRESS	110-64 QUEENS BLVD S-297	1.3 STREET ADDRESS	
CITY - ST - ZIP	FOREST HILLS NY	1.4 CITY - ST - ZIP	
TITLE	S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOL, JANE	2.2 NAME	
STREET ADDRESS	110-64 QUEENS BLVD S-297	2.3 STREET ADDRESS	
CITY - ST - ZIP	FOREST HILLS NY	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOREN, ALEX	3.2 NAME	
STREET ADDRESS	805 THIRD AVE 26TH FLOOR	3.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		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		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

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 110.07(3)(b), 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: *Jane Gol* JANE GOL

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/17/95

DATE

718 575-8808

TELEPHONE NUMBER