

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

1.5

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # P15678 (6)

1. Corporation Name
BELLSOUTH COMMUNICATION SYSTEMS, INC.



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

Mailing Address
**1936 BLUE HILLS DRIVE
P.O. BOX 5455
ROANOKE VA 24012**

3. Date Incorporated or Qualified **08/25/1987** 3a. Date of Last Report **01/23/1995**

4. FEI Number **58-1744731** 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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SHAFTMAN, FREDRICK K.	
STREET ADDRESS	1936 BLUE HILLS DRIVE	
CITY - ST - ZIP	ROANOKE VA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	HOLMES, RICHARD H	
STREET ADDRESS	1936 BLUE HILLS DR	
CITY - ST - ZIP	ROANOKE VA	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	JARRELL, DALLAS G.	
STREET ADDRESS	1936 BLUE HILLS DRIVE	
CITY - ST - ZIP	ROANOKE VA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	FADEL, KIM ALBERT	
STREET ADDRESS	1936 BLUE HILLS DRIVE	
CITY - ST - ZIP	ROANOKE VA	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	JACOBS, PHILIP S.	
STREET ADDRESS	675 W. PEACHTREE ST.	
CITY - ST - ZIP	ATLANTA GA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HEMLY, 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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Scott, Wendell K.
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	800001793778
4.4 CITY - ST - ZIP	-04/25/96--01014--004 ***208.75
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Anderson, Richard A
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	

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: _____ 4/18/96 540-983-6000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

58-11-24-96

CR2E034 (12/95)



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

Board of Directors
March, 1996

Richard Alvey Anderson
2134 River Cliff Drive
Roswell, Georgia 30076
SSN: 407-94-4039

4510 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, Georgia 30375

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

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

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

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

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

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

Maureen McCormick
125 Willowbrook Drive
Roswell, GA 30076
SSN: 168-62-2069

4510 Southern Bell Center
675 West Peachtree Street, NE
Atlanta, Georgia 30375

Gary Mainor
9063 Gould Road
Eden Prairie, MN 55347
SSN: 485-64-8610

12125 Technology Drive
Eden Prairie, Minnesota 55344

8-5



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

Officers
March, 1996

Fredrick Krisch 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
(540) 983-6114

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
(540) 983-6047

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
(540) 983-6262

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
(404) 728-8477

Martha Sue Good
Vice President Human Resources
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
(540) 983-6100

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
(540) 983-6096

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
(404) 728-6078

4-8

BELLSOUTH

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

Officers
March, 1996

Woodrow Cannon
Vice President Marketing
6875 Peachtree/Dunwoody Rd.
Apartment 319
Atlanta, Georgia 30328
SSN: 419-60-3524 D.O.B. 09/16/46

1645 Tullie Circle
Suite 100
Atlanta, Georgia 30329
(404) 728-7970

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

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012
(540) 983-6203

Thomas S. Aday
Vice President Information Technology
5818 Old Locke Court
Roanoke, Virginia 24018
SSN: 433-82-6163 D.O.B. 03/03/49

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012
(540) 983-6111

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
(404) 249-3612

Julia Amendola
Assistant Vice President Taxes
10 Nanny Bolein Court
Mabelton, Georgia 30059
SSN: 253-23-4613 D.O.B. 06/29/59

1155 Peachtree Street, NE
16H04
Atlanta, Georgia 30367-6000
(404) 249-2468

Leanne N. Harvey
Director Tax Strategy
553 Brinson Way
Norcross, Georgia 30092
SSN: 260-74-9071 D.O.B. 06/16/57

1155 Peachtree Street, NE
16H04
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
(404) 529-7613

5-8

© **BELLSOUTH**

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

Officers
March, 1996

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
(540) 983-6116