

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

FILED
Jul 18 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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 24012-0455

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

3. Date Incorporated or Qualified: 08/25/1987
3a. Date of Last Report: 04/24/1996
4. FEI Number: 58-1744731
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

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 (81-85) fields.

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: N/A
Signature, typed or printed name of registered agent and fee, if applicable (NOTE: Registered Agent signature required when reinstating) DATE:

12. OFFICERS AND DIRECTORS

TITLE	PD	DELETE
NAME	SHAFTMAN, FREDRICK K.	
STREET ADDRESS	1936 BLUE HILLS DRIVE	
CITY-ST-ZIP	ROANOKE VA	
TITLE	VD	DELETE
NAME	HOLMES, RICHARD H	
STREET ADDRESS	1936 BLUE HILLS DR	
CITY-ST-ZIP	ROANOKE VA	
TITLE	VT	DELETE
NAME	SCOTT, WENDELL K	
STREET ADDRESS	1936 BLUE HILLS DRIVE	
CITY-ST-ZIP	ROANOKE VA	
TITLE	S	DELETE
NAME	FADEL, KIM ALBERT	
STREET ADDRESS	1936 BLUE HILLS DRIVE	
CITY-ST-ZIP	ROANOKE VA	
TITLE	CD	DELETE
NAME	ANDERSON, RICHARD A	
STREET ADDRESS	675 W. PEACHTREE ST.	
CITY-ST-ZIP	ATLANTA GA	
TITLE	V	DELETE
NAME	HELMLY, 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	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME	D ODOM, RODRICK D.	
5.3 STREET ADDRESS	4455 OLD BURLINGTON ST.	
5.4 CITY-ST-ZIP	ALPHARETTA, GA 30202	
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

-SEE ATTACHED FOR ADDITIONAL NAMES-

14. I do 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: WENDELL K. SCOTT
VP - FINANCE

CR2E034 (9/96)

BellSouth Communication Systems
1936 Blue Hills Drive, N.E.
P.O. Box 5455
Roanoke, Virginia 24012
(540) 983-8000
FEl: 58-1744731

Officers
January, 1997

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

Danny Michael Helmlly
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

Mark M. Hughes
Vice President Sales
3271 Dunberry Chase
Marietta, Georgia 30067
SSN: 156-42-2877 D.O.B. 1/29/49

1645 Tullie Circle
Suite 100
Atlanta, Georgia 30329
(404) 728-6078

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

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

BellSouth Communication Systems
1936 Blue Hills Drive, N.E.
P.O. Box 6455
Roanoke, Virginia 24012
(540) 983-6000
FEI: 58-1744731

Officers
January, 1997

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

Michael James Dickle
Vice President Marketing
735 Danbridge Way
Rosewell, Georgia
SSN: 376-54-7813 D.O.B. 05/16/52

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

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

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

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



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
January, 1997

Roderick D. Odom
4455 Old Burlington St.
Alpharetta, Georgia 30202
SSN: 264-90-4496

4516 BellSouth 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

1800 Century Boulevard
Suite 100
Atlanta, Georgia 30345

John Derham
7785 Landowne Drive
Dunwoody, Georgia 30350
SSN: 250-72-5924

1800 Century Boulevard
Suite 100
Atlanta, Georgia 30345