

**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 Suite, Apt. #, etc.  
 22 City & State  
 23 Zip Country  
 24

2a. Mailing Address  
 26 Suite, Apt. #, etc.  
 27 City & State  
 28 Zip Country  
 29

3. Date Incorporated or Qualified **08/25/1987** 3a. Date of Last Report **04/24/1996**

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

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 **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	<b>PD</b>	<input type="checkbox"/> DELETE
NAME	<b>SHAFTMAN, FREDRICK K.</b>	
STREET ADDRESS	<b>1936 BLUE HILLS DRIVE</b>	
CITY-ST-ZIP	<b>ROANOKE VA</b>	
TITLE	<b>VD</b>	<input type="checkbox"/> DELETE
NAME	<b>HOLMES, RICHARD H</b>	
STREET ADDRESS	<b>1936 BLUE HILLS DR</b>	
CITY-ST-ZIP	<b>ROANOKE VA</b>	
TITLE	<b>VT</b>	<input type="checkbox"/> DELETE
NAME	<b>SCOTT, WENDELL K</b>	
STREET ADDRESS	<b>1936 BLUE HILLS DRIVE</b>	
CITY-ST-ZIP	<b>ROANOKE VA</b>	
TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>FADEL, KIM ALBERT</b>	
STREET ADDRESS	<b>1936 BLUE HILLS DRIVE</b>	
CITY-ST-ZIP	<b>ROANOKE VA</b>	
TITLE	<b>CD</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>ANDERSON, RICHARD A</b>	
STREET ADDRESS	<b>675 W. PEACHTREE ST.</b>	
CITY-ST-ZIP	<b>ATLANTA GA</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>HELMLY, DANNY M.</b>	
STREET ADDRESS	<b>27 LOST GROVE CT.</b>	
CITY-ST-ZIP	<b>LILBURN GA</b>	

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	<b>D</b>
5.3 STREET ADDRESS	<b>ODOM, RODRICK D.</b>
5.4 CITY-ST-ZIP	<b>4455 OLD BURLINGTON ST. ALPHARETTA, GA 30202</b>
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 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  
 7-9-97

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 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*

*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