

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

FILED
Feb 17 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 08/25/1987	
4. FEI Number 58-1744731	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 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 *M/B* (NOTE: Registered Agent signature required when reinstating) 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	SHAFTMAN, FREDRICK K.	1.2 NAME	
STREET ADDRESS	1936 BLUE HILLS DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	ROANOKE VA	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLMES, RICHARD H	2.2 NAME	
STREET ADDRESS	1936 BLUE HILLS DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	ROANOKE VA	2.4 CITY-ST-ZIP	
TITLE	VT	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCOTT, WENDELL K	3.2 NAME	
STREET ADDRESS	1936 BLUE HILLS DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ROANOKE VA	3.4 CITY-ST-ZIP	
TITLE	S	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FADEL, KIM ALBERT	4.2 NAME	
STREET ADDRESS	1936 BLUE HILLS DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ROANOKE VA	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ODOM, RODERICK D	5.2 NAME	
STREET ADDRESS	4455 OLD BURLINGTON ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	ALPHARETTA GA	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HELMY, DANNY M.	6.2 NAME	
STREET ADDRESS	27 LOST GROVE CT.	6.3 STREET ADDRESS	
CITY-ST-ZIP	LILBURN GA	6.4 CITY-ST-ZIP	

SEE ATTACHED FOR ADDITIONAL NAMES

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: *Wendell K Scott* (540) 983-6000

CFR2034 (1097)



BellSouth Communication Systems
1936 Blue Hills Drive, N.E.
P.O. Box 5455
Roanoke, Virginia 24012
540-983-6000

Officers
October 1997

Roderick D. Odom
Chairman
4455 Old Burlington Street
Alpharetta, GA 30202
SSN: 264-90-4496
D.O.B.: 09/30/48

4516 BellSouth Center
675 W. Peachtree Street, NE
Atlanta, GA 30375

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
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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.: 01/29/49

1645 Tullie Circle
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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
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(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

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

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Pamela H. Cook
Assistant Vice President, Taxes
941 Heritage Hills
Decatur, Georgia 30033
SSN: 253-82-3798
D.O.B.: 05/28/49

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16J07
Atlanta, Georgia 30367-6000
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Assistant Vice President, Taxes
5553 Brinson Way
Norcross, Georgia 30092
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D.O.B.: 06/16/57

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

675 West Peachtree St., NE
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(404) 529-7613

Reta Fry Mitchell
Assistant Secretary
1022 Markham Circle
Roanoke, Virginia 24014
SSN: 225-54-6928
D.O.B.: 08/21/41

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Roanoke, Virginia 24012
(540) 983-6116

Nancy J. Davis
Assistant Vice President, Taxes
4220 Ridgehurst Drive
Smyrna, Georgia 30080
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(404) 249-3679

Leigh Ann Dolan
Assistant Secretary
4341 Town Commons Circle
Atlanta, Georgia 30319-4553
SSN: 309-48-1848
D.O.B.: 04/24/59

675 West Peachtree St., NE
Suite 4300
Atlanta, Georgia 30375-0001
(404) 335-0719



BellSouth Communication Systems
1936 Blue Hills Drive, N.E.
P.O. Box 5455
Roanoke, Virginia 24012
540 983-6000

BOARD OF DIRECTORS
May 1997

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

4516 BellSouth Center
675 West Peachtree St., NE
Atlanta, Georgia 30375

Gary B. Jordan
1351 Marietta Country Club Drive
Kennesaw, Georgia 30152
SSN: 252-88-2966

1800 Century Boulevard
Suite 100
Atlanta, Georgia 30345

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

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

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

1936 Blue Hills Drive, NE
Roanoke, Virginia 24012

Isaiah Harris, Jr.
5329 Lake View Club, N.E.
Dunwoody, Georgia 30338
SSN: 430-06-5051

4503 BellSouth Center
675 W. Peachtree St.
Atlanta, Georgia 30375

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

1800 Century Boulevard
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Atlanta, Georgia 30345