

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

**FILED**  
**Feb 17 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	---

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



Principal Place of Business <b>1936 BLUE HILLS DRIVE                  P.O. BOX 5455                  ROANOKE VA 24012</b>	Mailing Address <b>1936 BLUE HILLS DRIVE                  P.O. BOX 5455                  ROANOKE VA 24012</b>
--	--

DO NOT WRITE IN THIS SPACE

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

<b>3.</b> Date Incorporated or Qualified <b>08/25/1987</b>	
<b>4.</b> FEI Number <b>58-1744731</b>	Applied For <input type="checkbox"/> Not Applicable
<b>5.</b> Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8.</b> 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**

<b>81</b> Name	
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)	
<b>83</b>	
<b>84</b> City	<b>85</b> 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*  
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD SHAFMAN, FREDRICK K. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1936 BLUE HILLS DRIVE	1.2 NAME	
STREET ADDRESS	ROANOKE VA	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD HOLMES, RICHARD H <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1936 BLUE HILLS DR	2.2 NAME	
STREET ADDRESS	ROANOKE VA	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VT SCOTT, WENDELL K <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1936 BLUE HILLS DRIVE	3.2 NAME	
STREET ADDRESS	ROANOKE VA	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	S FADEL, KIM ALBERT <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1936 BLUE HILLS DRIVE	4.2 NAME	
STREET ADDRESS	ROANOKE VA	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D ODOM, RODERICK D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4455 OLD BURLINGTON ST	5.2 NAME	
STREET ADDRESS	ALPHARETTA GA	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	V HELMLY, DANNY M. <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	27 LOST GROVE CT.	6.2 NAME	
STREET ADDRESS	LILBURN GA	6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *[Signature]* (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  
Suite 100  
Atlanta, Georgia 30329  
(404) 728-8477

**Mark M. Hughes**  
Vice President, Sales  
3271 Dunbery Chase  
Marietta, Georgia 30067  
SSN: 156-42-2877  
D.O.B.: 01/29/49

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

**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

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

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

1155 Peachtree Street, NE  
16J07  
Atlanta, Georgia 30367-6000  
(404) 249-3886

**Leanne N. Harvey**  
Assistant Vice President, Taxes  
5553 Brinson Way  
Norcross, Georgia 30092  
SSN: 260-74-9071  
D.O.B.: 06/16/57

1155 Peachtree Street, NE  
16H02 Campanile  
Atlanta, Georgia 30309-3610  
(404) 249-3713

**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  
Atlanta, Georgia 30375  
(404) 529-7613

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

1936 Blue Hills Drive, NE  
Roanoke, Virginia 24012  
(540) 983-6116

**Nancy J. Davis**  
Assistant Vice President, Taxes  
4220 Ridgehurst Drive  
Smyrna, Georgia 30080  
SSN: 516-76-3897  
D.O.B.: 09/28/60

1155 Peachtree Street, NE  
16E02 Campanile  
Atlanta, Georgia 30309-3610  
(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  
Suite 100  
Atlanta, Georgia 30345