


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

FILED
Mar 17, 1999 8:00 am
Secretary of State

03-17-1999 90082 043 ***158.75

0547853

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # P15678

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
---	---



DO NOT WRITE IN THIS SPACE

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

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 the current year Intangible Personal Property Tax. <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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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* (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD SHAFTMAN, FREDRICK K. 1936 BLUE HILLS DRIVE ROANOKE VA	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD HOLMES, RICHARD H 1936 BLUE HILLS DR ROANOKE VA	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VT SCOTT, WENDELL K 1936 BLUE HILLS DRIVE ROANOKE VA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	S FADEL, KIM ALBERT 1936 BLUE HILLS DRIVE ROANOKE VA	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D ODOM, RODERICK D 4455 OLD BURLINGTON ST ALPHARETTA GA	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	V HELMY, DANNY M. 27 LOST GROVE CT. LILBURN GA	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

SEE ATTACHED LIST 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, with all other like empowered.

SIGNATURE: *John Wimmer* 1/29/99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

240316-90082-43
P15678
© **BELLSOUTH**

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

240316-90082-43

P15678

© BELL SOUTH

BellSouth Communication Systems

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

BCS Officers
September 21, 1998

Roderick D. Odom

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

1155 Peachtree Street, NE
1704 Campanile
Atlanta, GA 30309
404/249-5050

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 Helmiy

Executive Vice President & Chief
Operating Officer
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

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

D.O.B.: 01/29/49

Martha Sue Good

Vice President, Human Resources
936 Oakwood Drive, SW
Roanoke, Virginia 24015
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

Michael A. Floyd

Vice President
Customer Interaction Services
2722 Mt. Pleasant Trail
Duluth, GA 30097

1645 Tullie Circle
Suite 100
Atlanta, Georgia 30329
404/728-8417

SSN: 242-06-1116
D.O.B. 3/7/59

Steven A. Muncher
Vice President
CPE Operations
11302 Jefferson Way
Alpharetta, GA 30004
SSN: 424-74-4407
D.O.B. 09/3/52

1645 Tullie Circle
Suite 100
Atlanta, Georgia 30329
404/728-7230

John Wimmer
Comptroller
4345 Jonathan Road
Roanoke, VA 24019
SSN: 228-06-2787
D.O.B.: 12/29/62

1936 Blue Hills Drive
Roanoke, VA 24012
540/983-6204

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 40e 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

Leigh Ann Dolan
Assistant Secretary
4341 Town Commons Circle

675 West Peachtree St., NE
Suite 4300
Atlanta, Georgia 30375-0001

240316-90082-43
#P15678

BCS Officers (Continued)
August 1, 1998

Atlanta, Georgia 30319-4553
SSN: 309-48-1848
D.O.B.: 04/24/59

(404) 335-0719

Lynn W. Alexander
Assistant Vice President - Taxes
4522 Wieuca Road
Atlanta, Georgia 30342
SSN: 258-25-3227
D.O.B.: 5/18/63

1155 Peachtree Street, NE
16E02
Atlanta, Georgia 30309-3610
(404) 249-2771

Myriam D. Charles
Assistant Vice President - Taxes
200 26th Street, N.W., Apt. U-203
Atlanta, Georgia 30309
SSN: 099-60-3747
D.O.B.: 2/28/68

1155 Peachtree Street, NE
16th Floor
Atlanta, Georgia 30309-3610
(404) 249-3680

Eric L. McKinley
Assistant Vice President - Taxes
4511 Dartmoor Drive
Marietta, Georgia 30067
SSN: 419-96-8070
D.O.B.: 9/10/60

1155 Peachtree Street, NE
16th Floor
Atlanta, Georgia 30309-3610
(404) 249-3627

z:\legal2\officers9-21-98.bcs