

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

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Jan 23 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 # P21927 (9)
 1. Corporation Name
BELLSOUTH RESOURCES, INC.



Principal Place of Business 1155 PEACHTREE ST. SUITE 1800 ATLANTA GA 30309-3610	Mailing Address 1155 PEACHTREE ST. SUITE 1800 ATLANTA GA 30309-3610
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/01/1988	
21	22	26	27	4. FEI Number 58-1816205	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	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	
Zip	Country	Zip	Country		

g. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENRY, H.C. J	1.2 NAME	See attached.
STREET ADDRESS	1155 PEACHTREE STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	1.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALTON, GARY L.	2.2 NAME	
STREET ADDRESS	1155 PEACHTREE STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	

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: *Joyce Clower Irvine* **REQUIRED** Joyce Clower Irvine 1/15/98 (404) 249-4450

CR2E034 (10/97)

BELLSOUTH RESOURCES, INC.

Attachment to Annual Reports

DIRECTORS:

Richard D. Sibbernsen
2003 Campanile
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

PRINCIPAL OFFICERS:

Richard D. Sibbernsen, President
2003 Campanile
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Frederick W. Johnson, Secretary
1800 Campanile
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Gary L. Walton, Treasurer
1928 Campanile
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Joyce Clower Irvine, Assistant Secretary
1800 Campanile
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610