

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

FILED
Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90058 049 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P21927

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
--	--



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/01/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 58-1816205	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip Country	28	Zip Country	6. Election Campaign Financing - Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24		29		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		84	City	
82	Street Address (P.O. Box Number is Not Acceptable)		85	Zip Code	
83			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 _____ (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 type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENRY, H.C. J	1.2 NAME	
STREET ADDRESS	1155 PEACHTREE STREET	1.3 STREET ADDRESS	See Attachment
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, with all other like empowered.

SIGNATURE: Joyce Clower Irvine Date: 1/25/99 Daytime Phone #: 404-249-4450

2/21/00

CR25034 (11/98)

247772-90058-49
P21927

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