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Mar 06, 1999 8:00 am
Secretary of State

03-06-1999 90130 048 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P33631

1. Corporation Name
BUSINESS TELECOM, INC.



Principal Place of Business
**4300 SIX FORKS ROAD
 SUITE 500
 RALEIGH NC 27609
 US**

Mailing Address
**4300 SIX FORKS ROAD
 SUITE 500
 RALEIGH NC 27609
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/16/1991

4. FEI Number
56-1426866

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

9. Name and Address of Current Registered Agent
**HIQ CORPORATE SERVICES, INC.
 526 PARK AVE.
 SUITE 200
 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	LOFTIN, PETER	
STREET ADDRESS	4300 SIX FORKS ROAD	
CITY-ST-ZIP	RALEIGH NC	
TITLE	P	<input type="checkbox"/> DELETE
NAME	NEWKIRK, MICHAEL	
STREET ADDRESS	4300 SIX FORKS ROAD	
CITY-ST-ZIP	RALEIGH NC	
TITLE	V	<input type="checkbox"/> DELETE
NAME	COPELAND, ANTHONY	
STREET ADDRESS	4300 SIX FORKS ROAD	
CITY-ST-ZIP	RALEIGH NC	
TITLE	S	<input type="checkbox"/> DELETE
NAME	ROBBINS, LARRY E	
STREET ADDRESS	4300 SIX FORKS RD	
CITY-ST-ZIP	RALEIGH NC	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	BRANSON, BRIAN K.	
STREET ADDRESS	4300 SIX FORKS RD	
CITY-ST-ZIP	RALEIGH NC 27609	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	CEO	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	COO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Secretary & General Counsel	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Asst. Secretary	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: [Signature] 1/28/99 (919) 863-7025
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/1/98)