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Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90058 041 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38016

1. Corporation Name
BELLSOUTH MOBILE DATA, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1155 PEACHTREE STREET SUITE 1800 ATLANTA GA 30309-3610	Mailing Address 1155 PEACHTREE STREET SUITE 1800 ATLANTA GA 30309-3610
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3. Date Incorporated or Qualified 03/23/1992	
4. FEI Number 58-1969962	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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	

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

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALAHASSEE 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	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	HARRELL, MICHAEL K.	
STREET ADDRESS	1100 PEACHTREE ST NE	
CITY-ST-ZIP	ATLANTA GA 30309-4599	
TITLE	VSG	<input type="checkbox"/> DELETE
NAME	HILLMAN, ARTHUR B.	
STREET ADDRESS	1155 PEACHTREE ST, NE	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WALTON, GARY L.	
STREET ADDRESS	1155 PEACHTREE STREET, N.E.	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	IRVINE, JOYCE CLOWER	
STREET ADDRESS	1155 PEACHTREE STREET, N.E.	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MAULDIN, EARLE	
STREET ADDRESS	1155 PEACHTREE STREET, N.E.	
CITY-ST-ZIP	ATLANTA GA 30309-3610	
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 type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	See Attachment
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input 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: Joyce Clower Irvine Date: 1/25/99 Daytime Phone #: 404-249-4450

CR2E034 (11/98)

047764-90058-41
P38016

BELLSOUTH MOBILE DATA, INC.

Attachment to Annual Reports

DIRECTORS:

Earle Mauldin, Chairman
Suite 1000, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Michael K. Harrell
Suite 1020, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Ronald M. Dykes
2006 Campanile, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Keith O. Cowan
2005, Campanile, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Charles C. Miller III
Suite 400, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

OFFICERS:

Michael K. Harrell, President
Suite 1020, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Arthur B. Hillman, Vice President, Secretary and General Counsel
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