



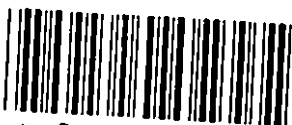
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1333
401.222.3041

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004
Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 91428		2. Name of Corporation BELLSOUTH LONG DISTANCE, INC.		
3. Street Address Principal Business Office 1155 Peachtree Street, NE, Suite 1800				
4. Business Phone No. (404) 249-4450		City Atlanta	State GA	Zip 30309-3610
5. State of Incorporation DELAWARE				6. SIC Code 6676
7. Brief Description of the Character of Business Conducted in Rhode Island TELECOMMUNICATIONS SERVICES.				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Janet A. Kibler		Vice President Name Harris R. Anthony		
Street Address 400 Perimeter Center Terrace, Suite 400		Street Address 400 Perimeter Center Terrace, Suite 350		
City Atlanta	State GA	Zip 30346	City Atlanta	State GA
Secretary Name Harris R. Anthony		Treasurer Name James L. Pittman		
Street Address 400 Perimeter Center Terrace, Suite 350		Street Address 1155 Peachtree Street, NE, Suite 14003		
City Atlanta	State GA	Zip 30346	City Atlanta	State GA
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Rex Adams		Director Name		
Street Address 400 Perimeter Center Terrace, Suite 350		Street Address		
City Atlanta	State GA	Zip 30346	City	State
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES				
Number of Shares	Class/Series	Par Value	11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
1,000 NO PAR VALUE			ISSUED SHARES	
			Number of Shares	Class/Series
			100 COMM NO PAR VALUE	
				Par Value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 1 4 2 8 *

File Date 2-13-04
Check No. 1808
26
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Julie Jackson Redmon Date 2/10/04
Print or Type Name of Officer Julie Jackson Redmon
Title of Officer Assistant Secretary

BELLSOUTH LONG DISTANCE, INC.
(BUSINESS ADDRESS)

DIRECTORS

Rex Adams
400 Perimeter Center Terrace
North Terraces Building
Suite 350
Atlanta, GA 30346

OFFICERS

Janet A. Kibler, President
400 Perimeter Center Terrace
North Terraces Building
Suite 400
Atlanta, GA 30346

Harris R. Anthony, Vice President, Secretary and General Counsel
400 Perimeter Center Terrace
North Terraces Building
Suite 350
Atlanta, GA 30346

James L. Pittman, Treasurer
Suite 14D03
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

Julie Jackson Redmon, Asst. Secretary
Suite 1800
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No.

91428

2. Name of Corporation

BELLSOUTH LONG DISTANCE, INC.

3. Street Address Principal Business Office

Suite 1800 - 1155 Peachtree Street, NE

City

Atlanta

State

GA

Zip

30309-3610

4. Business Phone No.

404/249-4450

5. State of Incorporation

DELAWARE

6. SIC Code

6676

7. Brief Description of the Character of Business Conducted in Rhode Island

Telecommunication services.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Janet A. Kibler

Street Address

Suite 400 - 400 Perimeter Center Terrace

City

Atlanta

State

GA

Zip

30346

Secretary Name

Harris R. Anthony

Street Address

Suite 350 - 400 Perimeter Center Terrace

City

Atlanta

State

GA

Zip

30346

Vice President Name

Harris R. Anthony

Street Address

Suite 350 - 400 Perimeter Center Terrace

City

Atlanta

State

GA

Zip

30346

Treasurer Name

James L. Pittman

Street Address

Suite 14D03 - 1155 Peachtree Street, NE

City

Atlanta

State

GA

Zip

30309-3610

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Rex Adams

Street Address

Suite 350 - 400 Perimeter Center Terrace

City

Atlanta

State

GA

Zip

30346

Director Name

Street Address

City

State

Zip

Director Name

Street Address

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100 COMM NO PAR VALUE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 1 4 2 8 *

File Date: 1-14-03

Check No.: 1494

By: ac

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce Clower Irvine 01/08/03
Signature of Officer Date

Joyce Clower Irvine
Print or Type Name of Officer

Assistant Secretary
Title of Officer

BELLSOUTH LONG DISTANCE, INC.
(BUSINESS ADDRESS)

DIRECTORS

Rex Adams
400 Perimeter Center Terrace
North Terraces Building
Suite 350
Atlanta, GA 30346

OFFICERS

Janet A. Kibler, President
400 Perimeter Center Terrace
North Terraces Building
Suite 400
Atlanta, GA 30346

Harris R. Anthony, Vice President, Secretary and General Counsel
400 Perimeter Center Terrace
North Terraces Building
Suite 350
Atlanta, GA 30346

James L. Pittman, Treasurer
Suite 14D03
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

Julie Jackson Redmon, Asst. Secretary
Suite 1800
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No.

91428

2. Name of Corporation

BELLSOUTH LONG DISTANCE, INC.

3. Street Address Principal Business Office

Suite 1800-1155 Peachtree Street

City

Atlanta

State

GA

Zip

30309-3610

4. Business Phone No.

404/249-4450

5. State of Incorporation

DELAWARE

6. SIC Code

6676

7. Brief Description of the Character of Business Conducted in Rhode Island

Telecommunication services.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name

Janet A. Kibler

Vice President Name

Harris R. Anthony

Street Address

400 Perimeter Center Terrace

Street Address

400 Perimeter Center Terrace

City

Atlanta

State

GA

Zip

30346

City

Atlanta

State

GA

Zip

30346

Secretary Name

Harris R. Anthony

Treasurer Name

Rawdon W. McArthur

Street Address

400 Perimeter Center Terrace

Street Address

Suite 14R01-1155 Peachtree Street

City

Atlanta

State

GA

Zip

30346

City

Atlanta

State

GA

Zip

30309-3610

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name

Rex Adams

Director Name

Street Address

400 Perimeter Center Terrace

Street Address

City

Atlanta

State

GA

Zip

30346

City

State

Zip

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100 Common NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 1 4 2 8 *

File Date: 2-7-02

Check No.: 1278

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce Clower Irvine 2/4/02
Signature of Officer Date

Joyce Clower Irvine

Print or Type Name of Officer

Assistant Secretary

Title of Officer

BELLSOUTH LONG DISTANCE, INC.
(BUSINESS ADDRESS)

DIRECTORS

Rex Adams
400 Perimeter Center Terrace
North Terraces Building
Suite 350
Atlanta, GA 30346

OFFICERS

Janet A. Kibler, President
400 Perimeter Center Terrace
North Terraces Building
Suite 400
Atlanta, GA 30346

Harris R. Anthony, Vice President, Secretary and General Counsel
400 Perimeter Center Terrace
North Terraces Building
Suite 350
Atlanta, GA 30346

Rawdon W. McArthur, Treasurer
Suite 14K01
1155 Peachtree Street, N.E.
Atlanta, GA 30309-4599

Joyce Clower Irvine, Asst. Secretary
Suite 1800
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 91428

2. Name of Corporation BELLSOUTH LONG DISTANCE, INC.

3. Street Address Principal Business Office

Suite 1800 - 1155 Peachtree Street, NE

City

Atlanta

State

Georgia

Zip

30309-3610

4. Business Phone No.

404/249-4450

5. State of Incorporation

DELAWARE

6. SIC 6876

7. Brief Description of the Character of Business Conducted in Rhode Island

Telecommunication services

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name

Janet A. Kibler

Vice President Name

Harris R. Anthony

Street Address

400 Perimeter Center Terrace, Suite 350

Street Address

400 Perimeter Center Terrace, Suite 350

City

Atlanta,

State

GA

Zip

30346

City

Atlanta

State

GA

Zip

30346

Secretary Name

Harris R. Anthony

Treasurer Name

Mark E. Droege

Street Address

400 Perimeter Center Terrace, Suite 350

Street Address

Suite 400, 1100 Peachtree Street, NE

City

Atlanta,

State

GA

Zip

30346

City

Atlanta

State

GA

Zip

30309

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **X FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name

David W. Scobey, Jr.

Director Name

Street Address

400 Perimeter Center Terrace, Suite 400

Street Address

City

Atlanta,

State

GA

Zip

30346

City

State

Zip

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 SHS NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100

NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 1 4 2 8 *

File Date:

2/12/01

Check No.:

1162

By:

YLD

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce Clower Irvine 2/9/01

Signature of Officer

Date

Joyce Clower Irvine

Print or Type Name of Officer

Assistant Secretary

BELLSOUTH LONG DISTANCE, INC.

ATTACHMENT TO ANNUAL REPORTS

DIRECTORS

David W. Scobey, Jr.
400 Perimeter Center Terrace
North Terraces Building
Suite 400
Atlanta, GA 30346

OFFICERS

Janet A. Kibler, President
400 Perimeter Center Terrace
North Terraces Building
Suite 400
Atlanta, GA 30346

Harris R. Anthony, Vice President, Secretary and General Counsel
400 Perimeter Center Terrace
North Terraces Building
Suite 350
Atlanta, GA 30346

Mark E. Droege, Treasurer
Suite 400
1100 Peachtree Street, N.E.
Atlanta, GA 30309-4599

Joyce Clower Irvine, Asst. Secretary
Suite 1800
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

91428

2. Name of Corporation

BELLSOUTH LONG DISTANCE, INC.

3. Street Address Principal Business Office

1155 Peachtree Street, Suite 1800

City

Atlanta

State

Georgia

Zip

30309

4. Business Phone No.

404/249-4450

5. State of Incorporation

DELAWARE

6. SIC Code

6676

7. Brief Description of the Character of Business Conducted in Rhode Island

Telecommunication services.

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Robert W. Arnold

Street Address

32 Perimeter Center, Suite B

City

Atlanta

State

Georgia

Zip

30346

Secretary Name

James G. Harralson, Secretary

Street Address

28 Perimeter Center

City

Atlanta

State

Georgia

Zip

30346

Vice President Name

James G. Harralson, VP, Sec. & Gen. Counsel

Street Address

28 Perimeter Center

City

Atlanta

State

Georgia

Zip

30346

Treasurer Name

Mark E. Droege

Street Address

1155 Peachtree Street, N.E.

City

Atlanta

State

Georgia

Zip

30309

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

David W. Scobey, Jr.

Street Address

32 Perimeter Center, Suite B

City

Atlanta

State

Georgia

Zip

30346

Director Name

Director Name

Street Address

City

State

Zip

Director Name

Street Address

City

State

Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 SHS NO PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100

Common

NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 1 4 2 8 *

File Date:

2/3/00

Check No.:

641625

By:

cc

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce C. Irvine 1/31/00
Signature of Officer Date

Joyce C. Irvine

Print or Type Name of Officer

Assistant Secretary

Title of Officer

BELLSOUTH LONG DISTANCE, INC.

ATTACHMENT TO ANNUAL REPORTS

DIRECTORS

David W. Scobey, Jr.
Suite B
32 Perimeter Center
Atlanta, Ga 30346

OFFICERS

Robert W. Arnold, President
Suite B
32 Perimeter Center
Atlanta, Ga 30346

James G. Harralson, Vice President, Secretary and General Counsel
28 Perimeter Center
Atlanta, Ga 30346

Mark E. Droege, Treasurer
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610

Joyce Clower Irvine, Asst. Secretary
Suite 1800
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 91428		2. Name of Corporation BELLSOUTH LONG DISTANCE, INC.	
3. Street Address Principal Business Office 1155 Peachtree Street, Suite 1800		City Atlanta	State GA
4. Business Phone No. (404) 249-4450		5. State of Incorporation DELAWARE	
6. SIC Code 6876		7. Brief Description of the Character of Business Conducted in Rhode Island Telecommunications Services	
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name David W. Scobey, Jr.		Vice President Name James G. Harralson	
Street Address 32 Perimeter Center, Suite B		Street Address 28 Perimeter Center	
City Atlanta	State GA	City Atlanta	State GA
Zip 30346		Zip 30346	
Secretary Name James G. Harralson		Treasurer Name Gary L. Walton	
Street Address 28 Perimeter Center		Street Address 1155 Peachtree Street	
City Atlanta	State GA	City Atlanta	State GA
Zip 30346		Zip 30309-3610	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name David w. Scobey, Jr.		Director Name	
Street Address 32 Perimeter Center, Suite B		Street Address	
City Atlanta	State GA	City	State
Zip 30346		Zip	
Director Name		Director Name	
Street Address		Street Address	
City	State	City	State
Zip		Zip	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Number of Shares	Class/Series
1,000 SHS NO PAR VALUE		100	Common
Par Value		Par Value	
		NPV	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



★ 9 1 4 2 8 ★

File Date: 1-15-99

Check No.: 572453

By: AMF 10

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce Clower Irvine 1/12/99
Signature of Officer Date

Joyce Clower Irvine
Print or Type Name of Officer

Assistant Secretary
Title of Officer

BELLSOUTH LONG DISTANCE, INC.
ATTACHMENT TO ANNUAL REPORTS

DIRECTORS

David W. Scobey, Jr.
Suite B
32 Perimeter Center
Atlanta, Ga 30346

OFFICERS

David W. Scobey, Jr., President
Suite B
32 Perimeter Center
Atlanta, Ga 30346

James G. Harralson, Vice President, Secretary and General Counsel
28 Perimeter Center
Atlanta, Ga 30346

Gary L. Walton, Treasurer
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610

Joyce Clower Irvine, Asst. Secretary
Suite 1800
1155 Peachtree St., N.E.
Atlanta, GA 30309-3610



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

91428

2. Name of Corporation

BELLSOUTH LONG DISTANCE, INC.

3. Street Address Principal Business Office

1155 Peachtree St., NE, Suite 1800

City

Atlanta

State

GA

Zip

30309-3610

4. Business Phone No.

(404) 249-4450

5. State of Incorporation

DELAWARE

6. SIC Code

6676

7. Brief Description of the Character of Business Conducted in Rhode Island

Telecommunications services

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name

William F. Reddersen

Vice President Name

James G. Harralson

Street Address

32 Perimeter Center, Suite B

Street Address

28 Perimeter Center

City

State

Zip

Atlanta

GA

30346

City

State

Zip

Atlanta

GA

30346

Secretary Name

James G. Harralson

Treasurer Name

Gary L. Walton

Street Address

28 Perimeter Center

Street Address

1155 Peachtree Street

City

State

Zip

Atlanta

GA

30346

City

State

Zip

Atlanta

GA

30309-3610

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name

William F. Reddersen

Director Name

None

Street Address

32 Perimeter Center, Suite B

Street Address

City

State

Zip

Atlanta

GA

30346

City

State

Zip

Director Name

None

Director Name

None

Street Address

City

State

Zip

City

State

Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 SHS NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100

Common

NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 1 4 2 8 *

File Date:

1.10.98
SIT 2030P

Check No.:

By:

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce Clower Irvine 1/15/98
Signature of Officer Date

Joyce Clower Irvine
Print or Type Name of Officer

Assistant Secretary
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **91428** 2. Name of Corporation **BELLSOUTH LONG DISTANCE, INC.**
3. Street Address Principal Business Office **1155 Peachtree St., NE, Suite 1800** City **Atlanta** State **GA** Zip **30309-3610**
4. Business Phone No. **(404) 249-4450** 5. State of Incorporation **DELAWARE** 6. SIC Code **6676**

7. Brief Description of the Character of Business Conducted in Rhode Island
telecommunications services

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name William F. Reddersen Street Address Suite B, 32 Perimeter Center City Atlanta State Ga Zip 30346 Secretary Name James G. Harralson Street Address Suite B, 32 Perimeter Center City Atlanta State GA Zip 30346	Vice President Name James G. Harralson Street Address Suite B, 32 Perimeter Center City Atlanta State GA Zip 30346 Treasurer Name Gary L. Walton Street Address 1155 Peachtree St., NE City Atlanta State GA Zip 30309-3610
--	--

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name William F. Reddersen Street Address Suite B, 32 Perimeter Center City Atlanta State GA Zip 30346 Director Name Street Address City State Zip Director Name Street Address City State Zip	Director Name Street Address City State Zip Director Name Street Address City State Zip
---	--

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 SHS NO PAR VALUE			100	Common	NPV

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 9 1 4 2 8 *

File Date: **3/6/97**

Check No.: **484901**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce Clower Irvine **2/7/97**
Signature of Officer Date

Joyce Clower Irvine
Print or Type Name of Officer

Assistant Secretary
Title of Officer