
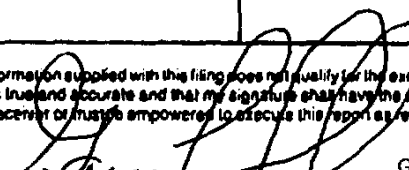


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 AUG 17 PM 12:39 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company IPN Network, LLC, Limited Company 601 Mainstream Drive Nashville, TN 37228			DOCUMENT # M95000000251		
2. Principal Place of Business 850 Cannon Drive 2nd Floor Hurst, TX 76054 Country USA			2a. Mailing Address 850 Cannon Drive 2nd Floor Hurst, TX 76054 Country USA		3. Date Organized or Qualified 08/25/1995
			3a. State of Formation TN		4. FEI Number 62-1608220
			<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		5. Date of Last Report 4-23-98
			6. Certificate of Status Desired <input type="checkbox"/>		
7. Name and Address of Current Registered Agent The Prentice-Hall Corporation System, Inc 1201 Hays Street, Suite 105 Tallahassee, FL 32301			8. Name and Address of New Registered Agent/Office Name _____ Street Address (P.O. Box Number is Not Acceptable) _____ Suite, Apt. #, etc. _____ City _____ State FL Zip Code _____		
9. Pursuant to the provisions of Sections 608.418 and 608.506, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____			DATE _____		
<small>(If an Agent Accounting Appointment) NOTE: Registered Agent does not represent or endorse</small>					
10. Title	Managing Member/Managers	Business Street Address		City, State and Zip Code	
MGR/MBR/P	Ron Howard	850 Cannon Drive, 2nd Floor		Hurst, TX 76054	
MGR/MBR/VP-S-T	Gary Friedman	850 Cannon Drive, 2nd Floor		Hurst, TX 76054	
MBR	IPN Acquisitions, Inc.	850 Cannon Drive, 2nd Floor		Hurst, TX 76054	
				400002970254 --- 1 -08/25/99--01094--003 ****400.00 ****400.00 400002970254 --- 1 -08/25/99--01094--004 ****188.75 ****188.75	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 118.07(3) (f), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 606, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: 		Gary L. Friedman		7/30/99 (817) 428-3815	

SL 8-17-99