

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

FILED

**Feb 23 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **L50587** (9)

1. Corporation Name
LEVEL 3, INC.



Principal Place of Business: **P.O. BOX 1106 SAMTA MONICA CA 90406-1106**

Mailing Address: **P.O. BOX 1106 SAMTA MONICA CA 90406-1106**

3. Date Incorporated or Qualified
02/12/1990

~~2. Principal Place of Business~~

~~21. Suite, Apt. #, etc.~~

~~22. City & State~~

~~23. Zip~~

~~24. Country~~

~~25. Country~~

4. FEI Number
59-2989223

Applied For: Applied For Not Applicable

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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
**PLATT, JACK
525 STRAWBRIDGE AVE.
MELBOURNE FL 32901**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PST	<input type="checkbox"/> DELETE
NAME	MANCHESTER, MICHAEL C	
STREET ADDRESS	P.O. BOX 1106 N/A	
CITY-ST-ZIP	SANTA MONICA CA 90406-1106	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VICE PRESIDENT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<i>[Signature]</i>	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	V/D/C/M	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Manchester, Michael C.	
2.3 STREET ADDRESS	P.O. Box 1106 N/A	
2.4 CITY-ST-ZIP	Santa Monica, CA 90406-1106	
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 in an appointment with an address.

SIGNATURE *Michael C. Manchester* **Michael C. Manchester** 2/17/98 310-450-8100

CR2E034 (10/97)