

POSTED

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

98 APR -3 PM 3:23 1998

6028100
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILING FEE 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 DOCUMENT # M96000000500 AMERICA FIRST COMPANIES L.L.C. 1004 FARNAM STREET, SUITE 400 OMAHA NE 68102
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1a. Principal Place of Business Address 1004 FARNAM STREET, SUITE 40 OMAHA NE 68102

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	3. Date Organized or Qualified 12/16/1996	3a. State of Formation DE
		4. FEI Number 47-0776455	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report 03/31/1997	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City
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9. Pursuant to the provisions of Sections 608.416 and 608.508, 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 _____
 (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	YANNEY, MICHAEL B	1004 FARNAM STREET, SUITE	OMAHA NE
MGR	THESING, MICHAEL	1004 FARNAM STREET, SUITE	OMAHA NE
MGR	CARTER, WILLIAM S M.D.	1004 FARNAM STREET, SUITE	OMAHA NE
MGR	KUBAT, GEORGE	1004 FARNAM STREET, SUITE	OMAHA NE
MGR	MASSENGALE, MARTIN	1004 FARNAM STREET, SUITE	OMAHA NE
MGR	BAER, ALAN	1004 FARNAM STREET, SUITE	OMAHA NE

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Michael Thesing 2/24/98 (402) 444-1630
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #