


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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>	 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 APR 26 AM 1:32

<b>FILING FEE</b> <b>\$ 188.75</b>	<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company <b>DIRECT NET TELECOMMUNICATIONS, A LIMITED-LIABILITY COMPANY</b> <b>4400 MACARTHUR BLVD, SUITE 410</b> <b>NEWPORT BEACH CA 92660</b> <i>44-AR</i> <i>CM</i>	<b>DOCUMENT # M97000000488</b>
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1a. Principal Place of Business Address <b>4400 MACARTHUR BLVD, SUITE 4</b> <b>NEWPORT BEACH CA 92660</b>
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2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address Suite, Apt. #, etc. City & State Zip	3. Date Organized or Qualified <b>08/08/1997</b>	3a. State of Formation <b>NV</b>
		4. FEI Number <b>33-0575828</b>	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report <b>04/13/1998</b>	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>100002865351-5</b> <b>-05/07/99--01017--005</b> <b>****188.75</b> <b>FL</b>
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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 reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	ANDERSON, TIMOTHY B	4400 MACARTHUR BLVD, SUITE	NEWPORT BEACH CA
MGR	ANDRESEN, FREDERICK R	4400 MACARTHUR BLVD, SUITE	NEWPORT BEACH CA
MGR	FOUCHER, FREDRIC J	4400 MACARTHUR BLVD, SUITE	NEWPORT BEACH CA
MGR	GEE, DANIEL S	4400 MACARTHUR BLVD, SUITE	NEWPORT BEACH CA
MGR	DOWNEY, CHRIS	4400 MACARTHUR BLVD, SUITE	NEWPORT BEACH CA
MGR	DAVIS, STEPHEN G	4400 MACARTHUR BLVD, SUITE	NEWPORT BEACH CA
MGR	IVASHENTSEVA, ELENA	4400 MACARTHUR BLVD. SUITE 410	NEWPORT BEACH, CA

11. I do 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 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: *Frederick Andersen* *MLandrum* *4/1/99* *848*  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER  
 Date Daytime Phone # *474-1001*