
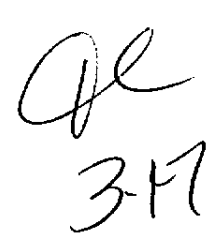


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

|  |                           |  |  |   |  |
|--|---------------------------|--|--|---|--|
| LIMITED LIABILITY COMPANY<br>ANNUAL REPORT<br>1998   |                           | <br>FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |  | FILED<br>98 MAR 16 PM 4:00<br>SECRETARY OF STATE<br>TALLAHASSEE, FLORIDA        |  |
| FILING FEE<br>\$ 188.75  |                           | Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee<br>Make Check Payable To: FLORIDA DEPARTMENT OF STATE  |  |   |  |
| 1. Name and Mailing Address<br>of Limited Liability Company  |                           | DOCUMENT # M97000000635  |  | 1a. Principal Place of Business Address   |  |
| USRP (MIDON), LLC<br>5310 HARVEST HILL, SUITE 270<br>DALLAS TX 75230   |                           |  |  | 5310 HARVEST HILL, SUITE 270<br>DALLAS TX 75230                                 |  |
| 2. Principal Place of Business   |                           | 2a. Mailing Address  |  | 3. Date Organized or Qualified  |  |
| Suite, Apt. #, etc.  |                           | Suite, Apt. #, etc.  |  | 09/22/1997  |  |
| City & State   |                           | City & State   |  | TX  |  |
| Zip  |                           | Country  |  | 4. FEI Number   |  |
|  |                           |  |  | 41-1541630  |  |
|  |                           |  |  | 5. Date of Last Report  |  |
|  |                           |  |  | 6. Certificate of Status Desired  |  |
|  |                           |  |  | <input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable |  |
|  |                           |  |  | 58.75 Additional Fee Required <input type="checkbox"/>                          |  |
| 7. Name and Address of Current Registered Agent  |                           | 8. Name and Address of New Registered Agent/Office   |  |   |  |
| CORPORATION SERVICE , COMPANY<br>1201 HAYS STREET<br>TALLAHASSEE FL 32301  |                           | Name   |  |   |  |
|  |                           | Street Address (P.O. Box Number is Not Acceptable)   |  |   |  |
|  |                           | Suite, Apt. #, etc.  |  |   |  |
|  |                           | City   |  |   |  |
|  |                           | 400002461764--5<br>-03/19/98--01023--012<br>****188.75 ****188.75<br>FL  |  |   |  |
| 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 <u>Wio W</u>   |                           | (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)  |  | DATE <u>3/12/98</u>   |  |
| 10. Title  | Managing Members/Managers | Business Street Address  |  | City, State and Zip Code  |  |
| MGR  | STETSON, ROBERT           | 5310 HARVEST HILL, SUITE 270   |  | DALLAS TX 75230   |  |
| MGR  | MARGOLIN, FRED            | 5310 HARVEST HILL, SUITE 270   |  | DALLAS TX 75230   |  |
|   |                           |  |  |   |  |

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 attachment with an address.

SIGNATURE: Wio W  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

3/12/98  
Date

Daytime Phone #