

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

98 APR 13 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #** M97000000705

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #** M97000000705

U.S. PAYTEL SOUTHERN L.L.C.
~~11000 PROSPERITY FARMS RD., #301~~
~~PALM BEACH GARDENS FL 33410~~

1a. Principal Place of Business Address

~~11000 PROSPERITY FARMS RD.,~~
~~PALM BEACH GARDENS FL 33410~~

2. Principal Place of Business		2a. Mailing Address	
3814 GUNN HWY.		3814 GUNN HWY	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
B		B	
City & State		City & State	
TAMPA, FL		TAMPA, FL	
Zip	Country	Zip	Country
33624	USA	33624	USA

3. Date Organized or Qualified 10/23/1997	3a. State of Formation NV
4. FEI Number 65-0787642	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> SB 75 Additional Fee Required

7. Name and Address of Current Registered Agent	8.
U.S. PAYTEL INC., 11000 PROSPERITY FARMS RD #301 PALM BEACH GARDENS FL 33410	Name TOM
	Street Address (If) 3814
	Suite, Apt. #, etc. B
	City TAM

Name and Address of New Registered Agent/Office
M. MAYER / U.S. PAYTEL SOUTHERN, I
O. Box Number is Not Acceptable)
GUNN HWY
600002489966-002
04/16/98 01010-002
Zis Code
PA ***138. 53824.75

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 Thomas L. Mayer DATE 3-24-98
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	ABELL, GEORGE L	18 SIMME DR	LANCASTER NY
MGRM	ARMSTRONG, MAXINE	566 JERRY CRUMP RD	LINCOLNTON NC
MGRM	AVRAMIDIS, STELLIOS	28408 LAS PALMAS CIRCLE	BOINITA SPRINGS FL
MGRM	AVRAMIDIS, KAREN	28408 LAS PALMAS CIRCLE	BOINITA SPRINGS FL
MGRM	BASIK, JEFFREY	7870 EAGLES FLIGHT LN	FT MAYERS FL
MGRM	BECK, THOMAS	209 PARK DR.	BALTIMORE MD
MGRM	MAYER, THOMAS L.	3814 GUNN HWY.	TAMPA, FL 33624
			APR 14 1998

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: Thomas H. May 4/8/98 813-265-3973
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #