


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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
FILED <i>WC 5/6</i> 99 MAY -3 AM 8: 15 TALLAHASSEE, FLORIDA			
FILING FEE \$ 188.75		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 U.S. PAYTEL SOUTHERN L.L.C. 3814 GUNN HWY #B TAMPA FL 33624		DOCUMENT # M97000000705	
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 10/23/1997		3a. State of Formation NV	
4. FET Number 65-0787642		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report 04/13/1998		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent MAYER, TOM 3814 GUNN HWY #B TAMPA FL 33624		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc. City State Zip Code 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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering)		DATE _____	
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
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: <i>Thomas L. Mayer</i>		4/26/99	