

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		DIVISION OF CORPORATIONS <b>99 MAR -9 AM 8:48</b>	
<b>FILING FEE: Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>\$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>					
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M98000000200</b>  <b>U.S. PAYTEL OPTIMA, L.L.C.</b> <b>11000 PROSPERITY FARMS RD., #301</b> <b>PALM BEACH GARDENS FL 33410</b>			1a. Principal Place of Business Address <b>11000 PROSPERITY FARMS RD.,</b> <b>PALM BEACH GARDENS FL 33410</b>		
2. Principal Place of Business <b>8247 HASAUL</b> <small>Suite, Apt. #, etc.</small>		2a. Mailing Address <b>8247 HASAUL</b> <small>Suite, Apt. #, etc.</small>		3. Date Organized or Qualified <b>02/26/1998</b>	
City & State <b>OMAHA NE</b>		City & State <b>OMAHA NE</b>		3a. State of Formation <b>NV</b>	
Zip <b>68124</b>	Country <b>USA</b>	Zip <b>68124</b>	Country <b>USA</b>	4. FEI Number <b>65-0812984</b>	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>JOYCE, PAUL</b> <b>11000 PROSPERITY FARMS RD., #301</b> <b>PALM BEACH GARDENS FL 33410</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>FL</b>		
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 _____ <small>(Registered Agent/Approving Agent) (NOTE: Registered Agent signature required when reappointing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
<del>MGRM</del>	<del>JOYCE, PAUL</del>	<del>11000 PROSPERITY FARMS RD</del>		<del>PALM BEACH GARDENS F</del>	
<del>MGRM</del>	<del>COOK, CHARLES</del>	<del>11000 PROSPERITY FARMS RD</del>		<del>PALM BEACH GARDENS F</del>	
MGRM	OTTO, EDWARD	8247 HASAUL		OMAHA, NE 68124	
MGRM	BEGIN, RAYMOND	10 RENAMARIE CIRCLE		WASHINGTONVILLE, NY 10992	
				4000002739804-2 -03/09/99-01079-011 ****197.50 ****197.50	
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: <u>Edward Otto</u> <b>EDWARD OTTO</b> <b>2-26-99</b> <b>397-2052</b>					