


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 MAR -5 PM 5:00 SECRETARY OF STATE 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 HYPERION3 LLC 102 WOODMONT BOULEVARD, SUITE 350 NASHVILLE TN 37205		DOCUMENT # M98000000360		1a. Principal Place of Business Address 102 WOODMONT BOULEVARD, SUIT NASHVILLE TN 37205	
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 04/17/1998 3a. State of Formation TN 4. FEI Number 62-1694957 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/> \$875 Additional Fee Required	
7. Name and Address of Current Registered Agent NRAI SERVICES, INC. 526 EAST PARK AVENUE TALLAHASSEE FL 32301		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code			
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)		DATE _____ (If Registered Agent Signature Required When Reinstating)			
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MCLAREN, DAN L	102 WOODMONT BOULEVARD, SU		NASHVILLE TN	
MGRM	MCLAREN, DEREK	102 WOODMONT BOULEVARD, SU		NASHVILLE TN	
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>Dan McLaren</i>		CHIEF MANAGER		2/19/99 615-297-1020	