


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 <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 188.75		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT #</b> M98000000383			
Manpay LLC c/o Law Offices of James M. Donovan 515 S. Figueroa Street, Suite 1000 Los Angeles, CA 90071-3327		1a. Principal Place of Business Address  2835 North Naomi Street Burbank, CA 91504			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4/22/98	
City & State		City & State		4. FEI Number	
Zip		Zip		88-0391093	
Country		Country		5. Date of Last Report	
				n/a	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
Corporation Service Company 1201 Hays Street Tallahassee, FL 32301		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code			
		<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 _____			
(Registered Agent Accepting Appointment)		(NOTE: Registered Agent signature required when reappointing)			
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
Manager	Robert W. Draney	410 Nevada Highway, Ste. 200		Boulder City, NV 89005	
Manager	Jack L. Peterson	410 Nevada Highway, Ste. 200		Boulder City, NV 89005	
Manager	James M. Donovan	515 S. Figueroa St., Ste. 1000		Los Angeles, CA 90071	
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>James M. Donovan</i>		James M. Donovan, Manager 4/28/99 (213) 629-4861			
SIGNATURE AND TYPE (OR PRINT) OF NAME OF MANAGING MEMBER FROM MANPAY LLC		Date: _____ Daytime Phone: _____			