


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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY -3 AM 11:32

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE \$ 188.75</b> 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 <b>Talpay LLC</b> c/o Law Offices of James M. Donovan 515 S. Figueroa Street, Suite 1000 Los Angeles, CA 90071-3327			DOCUMENT # M98000000386 <i>99-AR CM</i>		
1a. Principal Place of Business Address		2835 North Naomi Street Burbank, CA 91504			
2. Principal Place of Business Suite, Apt. #, etc.		2a. Mailing Address Suite, Apt. #, etc.		3. Date Organized or Qualified 4/22/98	
City & State		City & State		3a. State of Formation Nevada	
Zip		Country		4. FEI Number 88-0391095	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report n/a	
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent <b>Corporation Service Company</b> 1201 Hays Street 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 <b>FL</b> 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 _____				DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering)					
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	
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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: *James M. Donovan* James M. Donovan, Manager 4/28/99 (213) 629-4861