

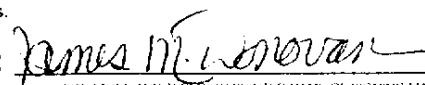


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<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		<b>FILED</b> MAY -3 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>  Paypix LLC c/o Law Offices of James M. Donovan 515 S. Figueroa Street, Suite 1000 Los Angeles, CA 90071-3327		<b>DOCUMENT #</b> M98000000387			
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>3. Date Organized or Qualified</b> 4/22/98  <b>4. FEI Number</b> 88-0391096  <b>5. Date of Last Report</b> n/a	
				<b>3a. State of Formation</b> Nevada  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				<b>6. Certificate of Status Desired</b> \$8.75 Additional Fee Required <input type="checkbox"/>	
<b>7. Name and Address of Current Registered Agent</b>  Corporation Service Company 1201 Hays Street Tallahassee, FL 32301			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code		
<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.</b>  SIGNATURE _____ DATE _____ <small>(Required Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering.)</small>					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
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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<b>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.</b>					
<b>SIGNATURE:</b> 		James M. Donovan, Manager 4/28/99 (213) 629-4861			
<small>SIGNATURE AND TITLE OF LIMITED LIABILITY COMPANY MEMBER OR MANAGER</small>					