

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAY -3 AM 11:32

<b>FILING FEE</b> <b>\$ 188.75</b>	<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 **DOCUMENT #** M98000000388

Prodcomm 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 4/22/98		3a. State of Formation Nevada	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 88-0391090		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
City & State		City & State		5. Date of Last Report n/a		6. Certificate of Status Desired SB 75 Additional Fee Required <input type="checkbox"/>	
Zip	Country	Zip	Country				

<p>7. Name and Address of Current Registered Agent</p>	<p>8. Name and Address of New Registered Agent/Office</p>	
<p>Corporation Service Company 1201 Hays Street Tallahassee, FL 32301</p>	<p>Name</p>	
	<p>Street Address (P.O. Box Number is Not Acceptable)</p>	
	<p>Suite, Apt. #, etc.</p>	
	<p>City</p>	<p>Zip Code</p>

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's 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

1 700002871951-  
-05/12/98--01006--009  
\*\*\*\*188.75 \*\*\*\*188.75

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