
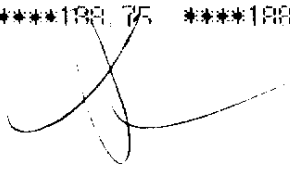



File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

| <b>LIMITED LIABILITY COMPANY</b><br><b>ANNUAL REPORT</b><br><b>1999</b>  |                           | <br><b>FLORIDA DEPARTMENT OF STATE</b><br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |  | FILED<br>MAY -3 PM 5:00<br>SECRETARY OF STATE   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
|--|---------------------------|--|--|---|--|-----------|---------------------------|-------------------------|--------------------------|---------|------------------|------------------------------|------------------------|---------|------------------|------------------------------|------------------------|---------|------------------|--------------------------------|-----------------------|
| <b>FILING FEE \$ 188.75</b>  |                           | <b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b><br><b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>  |  |   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
| <b>1. Name and Mailing Address of Limited Liability Company</b><br><b>DOCUMENT #</b> M98000000433<br>Talcomm LLC<br>c/o Law Offices of James M. Donovan<br>515 S. Figueroa Street, Suite 1000<br>Los Angeles, CA 90071-3327  |                           | <b>1a. Principal Place of Business Address</b><br>2835 North Naomi Street<br>Burbank, CA 91504   |  |   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
| <b>2. Principal Place of Business</b><br>Suite, Apt. #, etc.<br>City & State<br>Zip Country  |                           | <b>2a. Mailing Address</b><br>Suite, Apt. #, etc.<br>City & State<br>Zip Country   |  | <b>3. Date Organized or Qualified</b><br>4/22/98<br><b>3a. State of Formation</b><br>Nevada   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
|  |                           |  |  | <b>4. FEI Number</b><br>88-0391089<br><input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable                                 |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
|  |                           |  |  | <b>5. Date of Last Report</b><br>n/a<br><b>6. Certificate of Status Desired</b><br><input checked="" type="checkbox"/> \$8.75 Additional Fee Required |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
| <b>7. Name and Address of Current Registered Agent</b><br>Corporation Service Company<br>1201 Hays Street<br>Tallahassee, FL 32301   |                           |  | <b>8. Name and Address of New Registered Agent/Office</b><br>Name<br>Street Address (P.O. Box Number is Not Acceptable)<br>Suite, Apt. #, etc.<br>City FL 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 _____<br><small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)</small>   |                           |  | DATE _____   |   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">10. Title</th> <th style="width: 25%;">Managing Members/Managers</th> <th style="width: 35%;">Business Street Address</th> <th style="width: 30%;">City, State and Zip Code</th> </tr> </thead> <tbody> <tr> <td>Manager</td> <td>Robert W. Draney</td> <td>410 Nevada Highway, Ste. 200</td> <td>Boulder City, NV 89005</td> </tr> <tr> <td>Manager</td> <td>Jack L. Peterson</td> <td>410 Nevada Highway, Ste. 200</td> <td>Boulder City, NV 89005</td> </tr> <tr> <td>Manager</td> <td>James M. Donovan</td> <td>515 S. Figueroa St., Ste. 1000</td> <td>Los Angeles, CA 90071</td> </tr> </tbody> </table> |                           |  |  |   |  | 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 |
| 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  |   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
| 9000002868439--8<br>-05/07/99--01151--016<br>****188.75 ****188.75<br>  |                           |  |  |   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |
| <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   |                           |  |  |   |  |           |                           |                         |                          |         |                  |                              |                        |         |                  |                              |                        |         |                  |                                |                       |