


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 Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 APR 12 PM 3: 53 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000000784 U.S. PAYTEL OPTIMA II, L.L.C. 11,000 PROSPERITY FARMS RD PALM BEACH GARDENS FL 33410				1a. Principal Place of Business Address 11,000 PROSPERITY FARMS RD PALM BEACH GARDENS FL 33410	
2. Principal Place of Business 8247 HASCALL Suite, Apt. #, etc.		2a. Mailing Address 8247 HASCALL Suite, Apt. #, etc.		3. Date Organized or Qualified 07/20/1998	
City & State OMAHA NE		City & State OMAHA NE		3a. State of Formation NV	
Zip 68124		Country USA		4. FEI Number 65-0866292 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>	
7. Name and Address of Current Registered Agent JOYCE, PAUL 11,000 PROSPERITY FARMS RD #301 PALM BEACH GARDENS FL 33410				8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
9. Pursuant to the provisions of Sections 606.416 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 _____ <small>(Registered Agent Accepting Appointment) (Filing Agent Signature required when listed above)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	SPALMA, DAMIAN	11,000 PROSPERITY FARMS RD		PALM BEACH GARDENS, FL	
MGRM	OTTO, EDWARD	8247 HASKELL RD HASCALL		OMAHA NE 68124	
MGRM	BART, MITCHELL	5043 SW 71 ST PLACE		MIAMI, FL 33155	
		4-15-99		500002845355 04/20/99-01076-008 ****197.50 ****197.50	
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>Edward Otto</i>		EDWARD OTTO		2-26-99 462 397-2052	