



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 03 MAY -3 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		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 DOCUMENT # M98000000907 SKYTELLER, L.L.C. 6200 SOUTH QUEBEC STREET, SUITE 350 ENGLEWOOD CO 80111		1a. Principal Place of Business Address 6200 SOUTH QUEBEC STREET, SU ENGLEWOOD CO 80111			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 07/08/1998 4. FEI Number 84-1411455 5. Date of Last Report	
				3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent CORPORATION SERVICE , COMPANY 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 Zip Code FL		
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 _____		
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	MYERS, ROBERT	6200 SOUTH QUEBEC STREET,		ENGLEWOOD CO	
MGR	LONDRE, KENT	6200 SOUTH QUEBEC STREET,		ENGLEWOOD CO	
MGR	MILICH, LEE	119 BISCAYNE BLVD, SUITE 8		NORTH MIAMI FL	
MGR	POSTREL, RICHARD	5244 NORTH BAY ROAD		MIAMI FL	
MGR	ROWLAND, JAMES A	2180 THOMSON HIGHWAY		LINCOLNTON GA	
MGR	First Data Corporation (see attached)	5660 New Northside Drive, Suite 1400		Atlanta GA 30328	
					
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: _____		R. Bruce Avery Assistant Treasurer First Data Corporation Tax Matters Partner		4/30/99 770-857-7248	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>					

Directors, Officers Report

First Data Corporation

Monday, September 21, 1998

DIRECTORS

Ben Burdetsky Primary Address:	Director 4619 N. Dittmar Road Arlington, VA 22207
Henry C. Duques Primary Address:	Chairman of the Board 401 Hackensack Avenue Hackensack, NJ 07601
Courtney F. Jones Primary Address:	Director 500 E. 77th Street, Apt 2224 New York, NY 10162
Robert J. Levenson Primary Address:	Director 401 Hackensack Avenue Hackensack, NJ 07601
James D. Robinson III Primary Address:	Director RRE Investors, LLC 126 E. 56th Street, 22nd Floor New York, NY 10022
Charles T. Russell Primary Address:	Director 812 Lamont Avenue Novato, CA 94945
Bernard L. Schwartz Primary Address:	Director Loral Space & Communications, Ltd. 600 Third Avenue, 36th Floor New York, NY 10016
Joan E. Spero Primary Address:	Director Doris Duke Charitable Foundation 1633 Broadway, 39th Floor New York, NY 10019
Garen K. Staglin Primary Address:	Director 1570 Bella Oaks Lane P.O. Box 680 Rutherford, CA 94573

OFFICERS

Henry M. Abelman Primary Address:	Assistant Secretary 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328
Eula L. Adams Primary Address:	Executive Vice President 6200 South Quebec Street Englewood, CO 80111

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Lee Adrean Primary Address:	Executive Vice President & Chief Financial Officer 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328
Stanley J. Andersen Primary Address:	Assistant Secretary 2121 N. 117th Avenue Omaha, NE 68164
R. Bruce Avery / Primary Address:	Assistant Treasurer 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328
David P. Ballis Primary Address:	Executive Vice President 10825 Farnam Drive Omaha, NE 68154
J. Allen Berryman Primary Address:	Vice President, Controller & Chief Accounting Officer 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328
Linda L. Brumet ✓ Primary Address:	Assistant Treasurer 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328
Henry T. DeNero Primary Address:	Executive Vice President 6200 South Quebec Street Englewood, CO 80111
Henry C. Duques Primary Address:	Chief Executive Officer 401 Hackensack Avenue Hackensack, NJ 07601
Charles T. Fote Primary Address:	President & Chief Operating Officer 6200 South Quebec Street Englewood, CO 80111
Robert J. Levenson Primary Address:	Executive Vice President 401 Hackensack Avenue Hackensack, NJ 07601
Dallas R. Martin Primary Address:	Assistant Secretary 6200 South Quebec Street Englewood, CO 80111
Jeffrey S. Rosenberg Primary Address:	Assistant Secretary 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328
Thomas A. Rossi Primary Address:	Assistant Secretary 2121 N. 117th Avenue Omaha, NE 68164
Bernard Rothman Primary Address:	Senior Vice President 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328
David L. Schlapbach Primary Address:	Assistant Secretary 5660 New Northside Drive, Suite 1400 Atlanta, GA 30328

First Data Corporation

Tammy E. Shaw / **Manager, Cash Operations**
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Karen D. Sitzman **Assistant Secretary**
Primary Address: 2121 N. 117th Avenue
Omaha, NE 68164

Katherine R. Strandberg **Assistant Treasurer**
Primary Address: 6200 South Quebec Street
Englewood, CO 80111

Jonnie E. Vantighem **Vice President & Assistant Secretary**
Primary Address: FDR House, Christopher Martin Road
Basildon, Essex SS14 9AA UK

Michael T. Whealy **Executive Vice President, General Counsel & Secretary**
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Mark E. Young / **Treasurer**
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328