
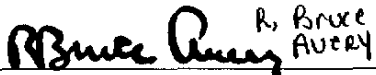


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 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		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/08/1998		DE	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Country		84-1411455		5. Date of Last Report	
				5. Date of Last Report		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office			
CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301				Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 300002868793--4 City FL			
				-05/10/99--01005--020 ****188.75 ****188.75			
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 signature required when reissuing)							
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		
MGRM	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		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER							

Directors, Officers Report

First Data Corporation

Monday, September 21, 1998

DIRECTORS

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

OFFICERS

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

First Data Corporation

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. Vantigham **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