
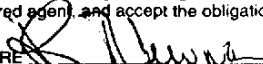
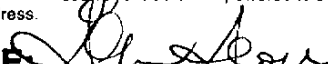


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 APR 29 PM 1:21 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 # M98000000979		1a. Principal Place of Business Address	
PROSPER ELECTRONIC PUBLISHERS LLC 310 NORTHEAST BLVD. N. ST. PETERSBURG FL 33702-7557				310 NORTHEAST BLVD. N. ST. PETERSBURG FL 33702	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		PO Box 23152		09/04/1998	
City & State		City & State		3a. State of Formation	
Zip		Zip		DE	
Country		Country		4. FEI Number	
		ST. PETERSBURG FL		59-3467285	
		33742		5. Date of Last Report	
		USA		6. Certificate of Status Desired	
				80 75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office	
NEWMAN, KEITH CPA 2244 FIRST AVENUE NORTH ST. PETERSBURG FL 33713				Name	
				Street Address (P.O. Box Number is Not Acceptable)	
				Suite, Apt. #, etc.	
				City	
				FL	
				Zip Code	
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 3-15-99	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	GEORGE, GERA	310 NE BLVD North P.O. BOX 23152		33702 ST. PETERSBURG FL	
MGR	GEORGE, STEVE E	310 NE BLVD North P.O. BOX 23152		33702 ST. PETERSBURG FL	
800002868638-0 -05/07/99--01158--015 ****188.75 ****188.75 5-5-99					
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  GERA GEORGE 4/15/1999 (727) 521-9736					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					