
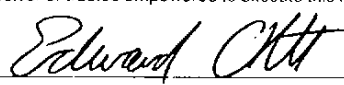


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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 U.S. PAYTEL OPTIMA III, L.L.C. 11,000 PROSPERITY FARMS RD., STE 301 PALM BEACH GARDENS FL 33410		DOCUMENT # M98000001342	
2. Principal Place of Business 8247 HASCALL Suite, Apt. #, etc. City & State OMAHA NE Zip 68124 Country USA		2a. Mailing Address 8247 HASCALL Suite, Apt. #, etc. City & State OMAHA NE Zip 68124 Country USA	
3. Date Organized or Qualified 11/09/1998		3a. State of Formation NV	
4. FEI Number 58-2439041		<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., STE 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 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 changing agent)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MBR	JOYCE, PAUL	11,000 PROSPERITY FARMS RD	PALM BEACH GARDENS FL
MBR	OTTO, ED	8247 HASKELL RD	OMAHA NE
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:  EDWARD OTTO		2-26-99 (402) 397-2052	