

No. <b>W 20321</b>	<b>Due no later than August 31, 2005</b>		2. Registered Agent and Office <b>NO PO BOX</b>													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	<b>Annual Report Form</b> <b>1. Mailing Address - Correct in this box, if applicable</b>		<b>CT CORPORATION SYSTEM</b> 300 N 6TH ST BOISE, ID 83701													
	CELLXION, LLC 5031 HAZEL JONES RD BOSSIER CITY, LA 71111															
4. Limited Liability Companies: Enter Names and Addresses of Managers.  <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> <tr> <td colspan="6" style="text-align:center; height: 150px; vertical-align: middle;"> <i>See att.</i> </td> </tr> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<i>See att.</i>					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
<i>See att.</i>																
5. Organized Under the Laws of:  DELAWARE W 20321		6. Signature <u><i>Wanda L Seal</i></u> Date <u>6-8-05</u> Name <small>Printed</small> <u>WANDA L Seal</u> Title <u>Controller</u>														

Issued 06/01/2005

Do Not Tape or Staple

200508000108

Cellxion, LLC  
[REDACTED]

Listing of Members

Schoonover Investments, LP  
937 Country Club Circle  
Minden, LA 71055  
[REDACTED]

56.25%

Steven L. Schoonover - Managing  
Member

Bent Tree Interests, LLC  
370 Bent Tree Lane  
Minden, LA 71055  
[REDACTED]

LLC Member - 20% ownership

Todd Investments, LLC  
5759 Bayou Drive  
Bossier City, LA 71112  
[REDACTED]

LLC Member - 10% ownership

Fredrickson Holdings, LLC  
8500 N. Harrah  
Harrah, OK 73045  
[REDACTED]

LLC Member - 5% ownership

Jeffrey Hood  
6337 Southcrest Drive  
Shreveport, LA 71119  
[REDACTED]

LLC Member - 3% ownership

Gerard F. Maxwell  
1220 Dahila Rd.  
Warminster, PA 18974  
[REDACTED]

LLC Member - 3% ownership

Moscoia LLC  
720 Vantage Lane  
Las Vegas, NV 89128  
[REDACTED]

LLC Member - 3% ownership

Richard Schoonover  
P.O. Box 1979  
Santa Rosa Beach, FL 32459  
[REDACTED]

LLC Member - 3%

Wendy Vickrey  
403 Stonebrook  
Bossier City, LA 71111  
[REDACTED]

LLC Member - 1% ownership

Kenneth Peak  
2702 Albans  
Houston, TX 77005  
LLC Member - .75% ownership