

FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

97 JAN 31 PM 4:24

FILING FEE Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee
\$ 203.75 Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # M96000000383

GENESIS CABLE COMMUNICATIONS, L.L.C.
ONE BOARDS HEAD ROAD, SUITE XXX
CHARLOTTESVILLE VA 22903

1a. Principal Place of Business Address
SECRETARY OF STATE
TALLAHASSEE FLORIDA
ONE BOARDS HEAD ROAD SUITE
CHARLOTTESVILLE VA 22903

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc. 3852 Dickerson Rd. City & State Charlottesville VA		Suite, Apt. #, etc. 3852 Dickerson Rd. City & State Charlottesville VA		10/04/1996	DE
Zip 22911	Country	Zip 22911	Country	4. FEI Number 54 1820136 APPLIED FOR	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
7. Name and Address of Current Registered Agent				5. Date of Last Report	6. Certificate of Status Desired \$6.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

8. Name and Address of New Registered Agent
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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)
DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GENESIS CABLE HOLDINGS	ONE BOARDS HEAD ROAD SUITE XXX 3852 Dickerson Rd. Charlottesville, VA	CHARLOTTESVILLE VA 22911
MGRM	CARLYLE-GENESIS, INC.	1001 PENNSYLVANIA AVENUE,	WASHINGTON DC

700002076417--4
-02/04/97--01010--032
****203.75 ****203.75

1/31/97

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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: Smedley D. Butler Smedley D. Butler 1/27/97 804-964-1790
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #