


2nd and File on or before Sept. 29, 1999 or Limited Liability Company
FINAL NOTICE: will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
 99 SEP 21 AM 9:24
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
LR 9/24

FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee \$ 588.75
Make Check Payable To: FLORIDA DEPARTMENT OF STATE	

1 Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000383 BENCHMARK CABLE COMMUNICATIONS L.L.C. 3852 DICKERSON ROAD CHARLOTTESVILLE VA 22911
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1a. Principal Place of Business Address 3852 DICKERSON ROAD CHARLOTTESVILLE VA 22911
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2 Principal Place of Business 21545 Ridgeway Circle Suite, Apt. #, etc.	2a. Mailing Address 21545 Ridgeway Circle Suite, Apt. #, etc.
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3. Date Organized or Qualified 10/04/1996	3a. State of Formation DE
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City & State Sterling, Virginia	City & State Sterling, Virginia
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4. FEI Number 54-1820136	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
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Zip 20166	Country USA	Zip 20166	Country USA
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5. Date of Last Report 03/24/1998	6. Certificate of Status Desired <input type="checkbox"/>
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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/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL
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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 reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GENESIS CABLE HOLDINGS	3852 DICKERSON ROAD	CHARLOTTESVILLE VA
MGRM	CARLYLE GENESIC, INC.	1001 PENNSYLVANIA AVENUE,	WASHINGTON DC
MGRM	Benchmark Media, Inc.	21545 Ridgeway Circle	Sterling, VA

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11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (f), 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: *Janis L. Creech*
 Janis L. Creech
 Secretary/Treasurer
 Date: 9/19/99 Daytime Phone #: (703) 444-1800

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER