



THE UNITED STATES
CORPORATION
COMPANY

M97000000744

ACCOUNT NO. : 072100000032

REFERENCE : 591777 4805310

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ ~~87.50~~

FILED
97 NOV 10 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 6, 1997 \$285.00

ORDER TIME : 9:57 AM

400002342474--6

ORDER NO. : 591777-005

CUSTOMER NO: 4805310

CUSTOMER: Jonathan Levi, Legal Asst
Dickstein Shapiro Morin &
2101 L Street, N.W.
8th Floor
Washington, DC 20037

DIVISION OF CORPORATIONS
97 NOV 10 PM 1:28

FOREIGN FILINGS

NAME: ACME TELEVISION LICENSES OF
TENNESSEE, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

BPL
11/10/97

FOLLOWING IS
 TO TRANSACT
 SECRETARY OF STATE
 NOV 10 PM 11:28
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 ALLAHASSEE FLORIDA
 abbreviation
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TITLE:

[illegible]

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

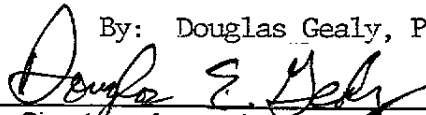
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TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of _____
ACME Television Licenses of Tennessee, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1000.00 . This total includes amounts from 2 and 3 above.

ACME Television Holdings of Tennessee, L.L.C., Member

By: Douglas Gealy, President



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

Name	Title	Address
Jamie Kellner MGR	Chairman and Chief Executive Officer	Warner Bros. Networks 4000 Warner Boulevard Building 34R, Room 180 Burbank, CA 91522
Douglas Gealy MGR	President and Chief Operating Officer	ACME Television Holdings, L.L.C. 890 Bluespring Lane Frontenac, MO 63131
Thomas Allen MGR	Executive Vice President and Chief Financial Officer	ACME Television Holdings, L.L.C. 650 Town Center Drive Suite 850 Costa Mesa, CA 92626

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

ACME Television Licenses of Tennessee, L.L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

Patricia Pizento
(Signature)

11-6-97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/07/1997
REQUEST NUMBER: 97311106
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/17/1997
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0329078
JURISDICTION: TENNESSEE

TO:
SEARCH IS ON
P.O. BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
SEARCH IS ON
P.O. BOX 120598

NASHVILLE, TN 37212

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ACME TELEVISION LICENSES OF TENNESSEE, L.L.C."

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

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TALLAHASSEE FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/07/97

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

NASHVILLE, TN 37212-0000

	FEES	
RECEIVED:	\$110.00	\$100.00
TOTAL PAYMENT RECEIVED:		\$210.00

RECEIPT NUMBER: 00002203676
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE