

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1998



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 AM 9:01

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 DOCUMENT # M97000000744 ACME TELEVISION LICENSES OF TENNESSEE, L.I.C. 650 TOWN CENTER DRIVE, SUITE 850 COSTA MESA CA 92626		1a. Principal Place of Business Address 650 TOWN CENTER DRIVE, SUITE 850 COSTA MESA CA 92626	
2. Principal Place of Business 10427 COGDILL ROAD Suite, Apt. #, etc. SUITE 100 City & State KNOXVILLE TN Zip 37932	2a. Mailing Address 2101 E. FOURTH ST. Suite, Apt. #, etc. SUITE 202A City & State SANTA ANA, CA Zip 92705	3. Date Organized or Qualified 11/10/1997	3a. State of Formation TN DE
Country USA	Country USA	4. FEI Number 62-1705160	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> SR 75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301	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 MJA
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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
MGR	KELLNER, JAMIE	400 WARNER BLVD., BLDG 34	BURBANK CA 91522
MGR	GEALY, DOUGLAS	890 BLUESPRING LANE	FRONTENAC MO 63131
MGR	ALLEN, THOMAS	650 TOWN CENTER DRIVE, SUITE 850 2450 KISER	COSTA MESA CA TUSTIN, CA 92782

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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)(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: [Signature] 5-07-98 (714) 245-9499
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #