


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FLORIDA SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAR -9 AM 10:25	
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. 2101 E. FOURTH ST. SUITE 202A SANTA ANA CA 92705		1a. Principal Place of Business Address 10427 COGDILL ROAD, SUITE 10 KNOXVILLE TN 37932			
2. Principal Place of Business 10427 COGDILL ROAD Suite, Apt. #, etc. SUITE 100 City & State KNOXVILLE, TN Zip 37932		2a. Mailing Address SAME 2. Suite, Apt. #, etc. City & State Zip Country USA		3. Date Organized or Qualified 11/10/1997 4. FEI Number 62-1705160 5. Date of Last Report 05/08/1998	
3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			
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 <div style="text-align: center; font-weight: bold; font-size: 1.2em;">FL</div> 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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature Required When Removing)</small>					
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code		
✓ MGR	KELLNER, JAMIE	400 WARNER BLVD., BLDG 34	BURBANK CA		
MGR	GEALY, DOUGLAS	890 BLUESPRING LANE	FRONTENAC MO		
MGR	ALLEN, THOMAS	2450 KISER	TUSTIN CA		
			3100002800923-1 -03/10/99--01062--017 ****188.75 ****188.75		

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:



THOMAS D. ALLEN 2/18/99 714-245-9499

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

Title

Display Phone #