

M98000000545



ACCOUNT NO. : 072100000032
REFERENCE : 837467 4805310
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 285.00

ORDER DATE : May 29, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 837467-005

CUSTOMER NO: 4805310

900002542009--3

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

FOREIGN FILINGS

NAME: ACME TELEVISION LICENSES OF
FLORIDA, LLC

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XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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SECRETARY OF CORPORATIONS
98 JUN -1 PM 12:13

RECEIVED
98 JUN -1 AM 11:22
DIVISION OF CORPORATION

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ACME Television Licenses of Florida, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. 4/2/98
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 2101 East 4th Street, Suite 202
Santa Ana, CA 92705
(Street address of principal office)

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 DIVISION OF CORPORATIONS
 98 JUN -1 PM 12:43

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
 (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ACME Television, LLC</u>	<u>MGRM</u>	_____	_____
<u>2101 East 4th Street, Suite 202</u>		_____	
<u>Santa Ana, CA 92705</u>		_____	
_____		_____	
 <u>ACME Subsidiary Holdings III, LLC</u>	 <u>MGRM</u>	 _____	 _____
 <u>2101 East 4th Street, Suite 202</u>		 _____	
 <u>Santa Ana, CA 92705</u>		 _____	
 _____		 _____	

Filing Fee: \$ 52.50 for Application

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

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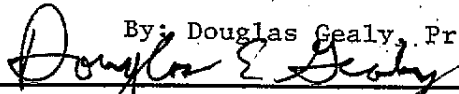
The undersigned ~~member~~ authorized representative of a member of _____

ACME Television Licenses of Florida, LLC **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 \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 . 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 \$ 1,000.00 . This total includes amounts from 2 and 3 above.

ACME TELEVISION, LLC

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

**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 Florida, LLC

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

Corporation Service Company

(Name)

1201 Hays Street.

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, Florida 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.

Corporation Service Company

By: _____

(Signature)

5/29/98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACME TELEVISION LICENSES OF FLORIDA, LLC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MAY, A.D. 1998.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2879556 8300

DATE:

9109896

981207331

05-29-98