

M98000000527



ACCOUNT NO. : 072100000032

REFERENCE : 837467 4805310

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 285.00

ORDER DATE : May 29, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 837467-010

CUSTOMER NO: 4805310

000002542010--0

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

FOREIGN FILINGS

NAME: ACME TELEVISION OF FLORIDA,  
LLC

XXXX QUALIFICATION (TYPE: LL)

8

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 STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 10:08

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 10, 1998

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: ACME TELEVISION OF FLORIDA, LLC  
Ref. Number: W98000012420

We have received your document for ACME TELEVISION OF FLORIDA, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The alternate name that the company chooses to use in Florida must contain a LIMITED LIABILITY COMPANY SUFFIX. You may use LC, LLC, or the words "LIMITED COMPANY" or the words "LIMITED LIABILITY COMPANY."

ALSO, please note that the document adopting the alternate name should be titled "RESOLUTION OF MANAGING MEMBERS OR MANAGERS."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 098A00032608

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 1, 1998

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: ACME TELEVISION OF FLORIDA, LLC  
Ref. Number: W98000012420

We have received your document for ACME TELEVISION OF FLORIDA, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 598A00030595

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98 JUN 15 AM 10:08

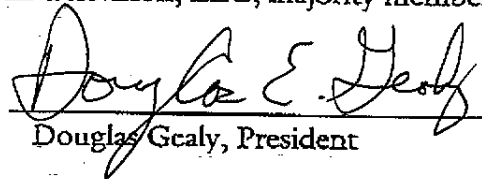
**CONSENT AND CERTIFICATION OF MAJORITY MEMBER**

ACME Television of Florida, LLC, a Delaware limited liability company, hereby certifies that it will trade as ACME Television of Florida (Del.), LLC for the purpose of conducting business in the State of Florida.

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ACME Television, LLC, majority member

By:

  
\_\_\_\_\_  
Douglas Gcaly, President

# 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 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. 33-0794540  
 (FEI number, if applicable)

4. 3/5/98  
 (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)

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:**

ACME Television, LLC  
2101 East 4th Street, Suite 202  
Santa Ana, CA 92705

MGRM

ACME Subsidiary Holdings III, LLC

MGRM

2101 East 4th Street, Suite 202

Santa Ana, CA 92705

**Filing Fee: \$ 52.50 for Application**

FILED IN SECRETARY OF STATE  
 JUN 15 AM 10:08  
 CORPORATION

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 10:08

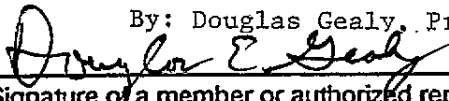
The undersigned ~~member~~ authorized representative of a member of \_\_\_\_\_

ACME Television of Florida, LLC deposits 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 608.403(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.

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1. The name of the limited liability company is: \_\_\_\_\_

Acme Television 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)

*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

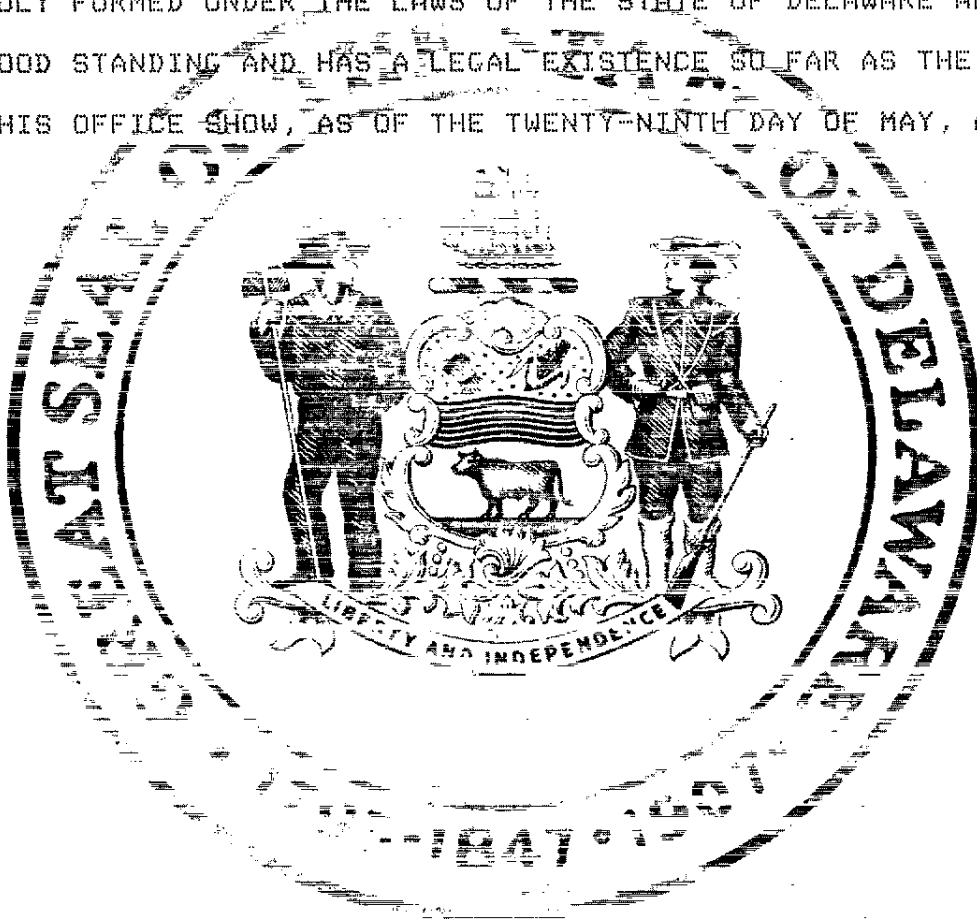
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACME TELEVISION OF FLORIDA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL 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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 15 AM 10:08



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2867531 8300

DATE:

9109900

981207335

05-29-98