

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
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FILED

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000000627 ACME TELEVISION OF FLORIDA (DEL.), LLC 2101 EAST 4TH STREET, SUITE 202 SANTA ANA CA 92705

1a. Principal Place of Business Address 2101 EAST 4TH STREET, SUITE SANTA ANA CA 92705

2. Principal Place of Business 3451 BONITA BAY BLVD. Suite, Apt. #, etc. SUITE 101 City & State BONITA SPRINGS, FL Zip 34134 Country USA	2a. Mailing Address SAME AS 2. Suite, Apt. #, etc. City & State Zip Country
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3. Date Organized or Qualified 06/15/1998	3a. State of Formation DE
4. FEI Number 33-0794540	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired \$8.75 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

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 changing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	ACME TELEVISION, LLC	2101 EAST 4TH STREET, SUITE	SANTA ANA CA
MGRM	ACME SUBSIDIARY HOLDIN	2101 EAST 4TH STREET, SUITE	SANTA ANA CA

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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:  THOMAS D. ALLEN 2/18/99 714.245.9499
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNER (MANAGING MEMBER OR MANAGER)