



A95000001038

ACCOUNT NO. : 072100000032

REFERENCE : 613472 4805310

AUTHORIZATION

COST LIMIT

Patricia Pignatelli
~~\$ 35.00~~

ORDER DATE : November 25, 1997

ORDER TIME : 1:16 PM

ORDER NO. : 613472-005

CUSTOMER NO: 4805310

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

\$ 52.50

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97 NOV 25 AM 11:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

200002356912--0

NAME: CROSSVILLE TV LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

BK

RECEIVED
97 NOV 25 PM 2:05
DIVISION OF CORPORATION

11/25/97

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP
(Crossville TV Limited Partnership)

This Certificate amends the Certificate of Limited Partnership of Crossville TV Limited Partnership, a Florida limited partnership, as filed with the Department of State of the State of Florida on July 12, 1995, as follows:

Item 8 of such Certificate of Limited Partnership is hereby changed entirety from the following text:

The name and address of the sole General Partner is: C.W. TV, Inc.,
206 Mill Branch Road, Tallahassee, Florida 32312

to the following text:

The name and address of the sole General Partner is: ACME
Television Licenses of Tennessee, L.L.C., 650 Town Center Dr.,
Suite 850, Costa Mesa, CA, 92626.

In all other respects such Certificate of Limited Partnership is unchanged.

IN WITNESS WHEREOF the undersigned have caused this Certificate of Amendment to be executed this 17th day of November, 1997.

C.W. TV, Inc.

By: [Signature]

Dennis O. Boyle, Executive Vice-President

ACME Television Licenses of
Tennessee, L.L.C.

By: [Signature]

Douglas Gealy, President

State of Florida)

) ss:

County of Leon)

On November 17, 1997, before me, Kimberly A. Rogers, a notary for the State of Florida, personally appeared Dennis O. Boyle, Executive Vice President of C.W. TV, Inc., a Florida corporation. He is personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he

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executed the same in his authorized capacity as such Executive Vice-President, and that by his signature on the instrument the corporation executed the same.

Witness my hand and official seal:

Kimberly S. Rogers
Notary Public, Leon County, Florida

Seal:



KIMBERLY S. ROGERS
MY COMMISSION # CC460029 EXPIRES
July 13, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires: _____

State of Oregon)
County of Wash.) ss: _____

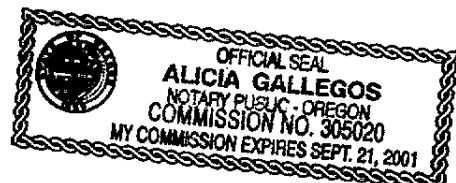
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TALLAHASSEE FLORIDA

On 11-17-97, before me, Alicia Gallegos, a notary for the State of Oregon, personally appeared Douglas Gealy, President of ACME Television Licenses of Tennessee, L.L.C.. He is personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity as such President, and that by his signature on the instrument such company executed the same.

Witness my hand and official seal:

Alicia Gallegos
Notary Public, Oregon County, Wash.

Seal:



My commission expires: Sept. 21, 2001