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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000004046

1. Corporation Name
L. PAXSON, INC.

Principal Place of Business
**601 CLEARWATER PARK RD
 WEST PALM BEACH FL 33401**

Mailing Address
**601 CLEARWATER PARK RD
 WEST PALM BEACH FL 33401**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 08/01/1997	
4. FEI Number 65-0778316	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25		30	Country

9. Name and Address of Current Registered Agent

**WATSON, WILLIAM L.
 601 CLEARWATER PARK ROAD
 WEST PALM BEACH FL 33401**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	PAXSON, LOWELL W	
STREET ADDRESS	601 CLEARWATER PARK RD	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
TITLE	P	<input type="checkbox"/> DELETE
NAME	BOCOCK, JAMES B	
STREET ADDRESS	601 CLEARWATER PARK RD	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	TEK, ARTHUR D	
STREET ADDRESS	601 CLEARWATER PARK RD	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
TITLE	S	<input type="checkbox"/> DELETE
NAME	WATSON, WILLIAM L	
STREET ADDRESS	601 CLEARWATER PARK RD	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
TITLE	VPAS	<input type="checkbox"/> DELETE
NAME	MORRISON, ANTHONY L.	
STREET ADDRESS	601 CLEARWATER PARK ROAD	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GAMACHE, KENNETH	
STREET ADDRESS	601 CLEARWATER PARK ROAD	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

William L. Watson

1/20/99

Date

(521) 659-4122

Daytime Phone #

CR2E034 (11/98)