
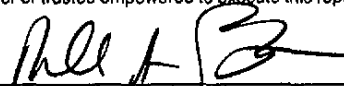


FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 97 MAR 10 AM 7:55 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company PUBLISHERS WAREHOUSE OF VERO BEACH, FL LLC 1691 - 94TH DR. SUITE S-140 VERO BEACH FL 32966		DOCUMENT # L96000000568 1a. Principal Place of Business Address 1691 - 94TH DR. SUITE S-140 VERO BEACH FL 32966			
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.</small>					
2. Principal Place of Business 1691 94th Dr Suite, Apt. #, etc. S-140 City & State Vero Beach, FL Zip 32966 Country USA		2a. Mailing Address 142 West End Ave Suite, Apt. #, etc. City & State Knoxville, TN Zip 37922 Country USA		3. Date Organized or Qualified 05/21/1996 3a. State of Formation FL 4. FEI Number 59-3380129 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent C/T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			8. Name and Address of New Registered Agent 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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	BROOKS, RON	142 WEST END AVE.		KNOXVILLE TN 300002111993--5 -03/12/97--01140--011 ****203.75 ****203.75 JB3-11-97	
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: 		Date 2/25/97 (423) 675-7958 Daytime Phone #			