

2nd and **FINAL NOTICE:** File on or before Sept. 30, 1998 or Limited Liability Company will be dissolved. If dissolved, minimum amount due to state: \$688.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 588.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company DOCUMENT # L96000000568 PUBLISHERS WAREHOUSE OF VERO BEACH, FL LLC 142 WESTEND AVE. KNOXVILLE TN 37922

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. Suite F-140 City & State Zip Country
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7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

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 reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BROOKS, RON	142 WEST END AVE.	KNOXVILLE TN 37922 700002671237-5 -10/23/98-01065-002 ****588.75 ****588.75 <i>Q 10-21</i>

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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: Ronald A. Brooks *Phil Brooks* 09-01-98 423/675-7958
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #