

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

**APPROVED
AND
FILED**

1997 APR 28 AM 8:41

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
DOCUMENT # M95000000085
APOLLO COMMUNICATIONS SERVICES, L.L.C., L.
C.
2550 WEST GOLF ROAD, SUITE 900
ROLLING MEADOWS IL 60008

1a. Principal Place of Business Address

2550 WEST GOLF ROAD, SUITE 90
ROLLING MEADOWS IL 60008

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

3. Principal Place of Business SAME		2a. Mailing Address SAME		3. Date Organized or Qualified 04/11/1995	3a. State of Formation IL
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number 36-3973408	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State		City & State		5. Date of Last Report 02/26/1996	6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>
Zip	Country	Zip	Country		

7. Name and Address of Current Registered Agent

NRAI SERVICES, INC.
526 E. PARK AVENUE
TALLAHASSEE FL 32301

8. Name and Address of New Registered Agent

Name
SAME
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
000002162540--5
-05/01/97--01108--024
City
FL
***212.50 ***212.50

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
M	BLACKNEY, PAUL J	2550 W. GOLF ROAD, SUITE 9	ROLLING MEADOWS IL
M	BLACKNEY, THOMAS G	2550 W. GOLF ROAD, SUITE 9	ROLLING MEADOWS IL
M	KELLY, CAROL A	2550 W. GOLF ROAD, SUITE 9	ROLLING MEADOWS IL
M	RUBIN, AUDREY H	2550 W. GOLF ROAD, SUITE 9	ROLLING MEADOWS IL
M	BERKOW, DAVID W	2550 W. GOLF ROAD, SUITE 9	ROLLING MEADOWS IL

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: Al Rubin V.P. General Counsel & Secretary 4/15/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #