

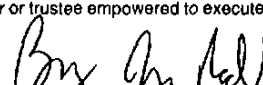


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 MAR 12 PM 4: 00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE		DOCUMENT # M97000000612			
1. Name and Mailing Address of Limited Liability Company APARTMENT MEDIAWORKS, L.L.C. P.O. BOX 6750 CHAMPAIGN IL 61826-6750		1a. Principal Place of Business Address % MEYER, CAPEL, HIRSCHFIELD, 306 WEST CHURCH STREET CHAMPAIGN IL 61826			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 09/22/1997 4. FEI Number 37-1352928 5. Date of Last Report	
				3a. State of Formation IL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code		
			500002459465--2 -03/17/98--01048--020 ***188.75 ***188.75 FL		
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	
MGRM	RADER, BRYAN J	1095 OLD ROSWELL ROAD, SUI		ROSWELL GA	
MGRM	KAGAN, JOEL H	406 SOUND BEACH AVENUE		OLD GREENWICH CT	
MGRM	SCHEUER, HERBERT M JR.	1342 CARMICHAEL WAY		MONTGOMERY AL	
MGRM	GOLDNER, MICHAEL S	1342 CARMICHAEL WAY		MONTGOMERY AL	
MGRM	CLARK, JAY	2255 CUMBERLAND, SUITE 195		ATLANTA GA	
					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (l), 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: 		3.9.98 770/645-6300			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	