
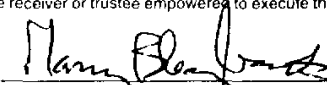


2<sup>nd</sup> and  
FINAL NOTICE: File on or before Sept. 29, 1999 or Limited Liability Company  
will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 588.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company  <b>ENCORE MEDIA GROUP LLC 5445 DTC PARKWAY, SUITE 600 ENGLEWOOD CO 80111</b>		DOCUMENT # M98000000078  1a. Principal Place of Business Address  <b>5445 DTC PARKWAY, SUITE 600 ENGLEWOOD CO 80111</b>	
2. Principal Place of Business <b>9197 S Peoria Street</b> Suite, Apt. #, etc.  City & State <b>Englewood, CO</b> Zip <b>80112</b>	2a. Mailing Address <b>9197 S Peoria Street</b> Suite, Apt. #, etc.  City & State <b>Englewood, CO</b> Zip <b>80112</b>	3. Date Organized or Qualified <b>01/29/1998</b>  4. FEI Number <b>84-1418375</b>  5. Date of Last Report	3a. State of Formation <b>CO</b>  <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  <b>THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET TALLAHASSEE FL 32301</b>		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>200002993572-1 -09/22/99--01044--016 ****588.75 FL</b>	
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  (If 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	ENCORE MEDIA CORPORA,	5445 DTC PARKWAY, SUITE 600	ENGLEWOOD CO
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 included 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: 		Gary Blaylock/Vice President	720-875-5400