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COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

RECORD # 0039818

DUE JUNE 30,

2000

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

PAXTON MEDIA GROUP, INC.
408 KENTUCKY AVE.
PADUCAH, KY 42003

RECEIVED
17 2000
SECRETARY OF STATE
COMMONWEALTH OF KY

(5) STATE OR COUNTRY OF INCORPORATION

KY

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

08/19/1905

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (7) to request a form to be mailed or download form from web site

DAVID PAXTON
408 ~~408~~ KY. AVE.
PADUCAH, KY 42003

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty lines for mailing statement of change of agent or office to]

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

Chairman President	J Frederick Paxton	P O BOX 2300 PADUCAH KY 42002-2300
Vice President	Jim Paxton	P O BOX 2300 PADUCAH KY 42002-2300
Secretary	Jim Paxton	P O BOX 2300 PADUCAH KY 42002-2300
President VP/CEO	David Paxton	P O BOX 2300 PADUCAH KY 42002-2300
VP	RICHARD PAXTON	P O BOX 2300 PADUCAH KY 42002-2300
VP	JAY FRIZZO	P O BOX 2300 PADUCAH KY 42002-2300
VP	DAVID MATHES	P O BOX 2300 PADUCAH KY 42002-2300

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

SEE ATTACHED LISTING

Name	Address
Name	Address
Name	Address
Name	Address

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

J. Frederick Paxton
Signature of Officer or Chairman of the Board

TITLE *Chairman*

DATED *5/12/00*

OFFICERS OF PAXTON MEDIA GROUP, INC.
April 21, 2000

Chairman	J. Frederick Paxton
President	David M. Paxton
Vice President & Secretary	Jim Paxton
Vice President, Treas., & Asst. Secretary	Richard Paxton
Vice President	Jay Frizzo
Vice Pres & Asst. Treasurer	David R. Mathis
Assistant Treasurer	Frank R. Paxton
Executive Committee	James Brockenborough J. Frederick Paxton David Paxton
Salary Committee	Joseph G. Mitchell James Brockenborough Martha P. Sinquefield
Investment Committee	Jim Paxton Frank R. Paxton J. Frederick Paxton David Paxton Richard Paxton
Retirement Committee	Frank R. Paxton J. Frederick Paxton Jim Paxton
Donations	J. Frederick Paxton Frank Paxton Jim Paxton