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

(See Reverse Side for Filing Instructions)

RECORD # 0039818

DUE JUNE 30, 2001

(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

JUN 22 2001

(5) STATE OR COUNTRY OF INCORPORATION

KY

SECRETARY OF STATE
COMMONWEALTH OF KY

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

PAXTON MEDIA GROUP, INC.
201 SOUTH 4TH STREET
PADUCAH KY 42003

(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
~~201 S. 4TH ST.~~ 201 South 4th Street
P.O. BOX 1680
PADUCAH, KY 420021680

(7) MAIL A 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	J Frederick Paxton	P.O. Box 1680, Paducah, KY 42002-1680
President	David Paxton	Address P.O. Box 1680, Paducah, KY 42002-1680
Vice President	Jim Paxton Richard Paxton	Address P.O. Box 1680, Paducah, KY 42002-1680
Secretary	Jim Paxton	Address P.O. Box 2300, Paducah, KY 42002-2300
		Address
		Address

(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.

Name	Martha P Sinquefield	Address	3930 Buckner Lane, Paducah, KY 42001
Name	Joseph C. Mitchell	Address	
Name	J Frederick Paxton	Address	P.O. Box 1680, Paducah, KY 42002-1680
Name	James Brockenborough	Address	P.O. Box 270, Paducah, KY 42002-0270
Name		Address	

(SEE ATTACHED LIST)

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

Richard Paxton

Signature of Officer or Chairman of the Board

TITLE Vice President

DATED 6/5/01

Paxton Media Group, Inc.
Board of Directors

Mr. W. James Brockenborough, P.O. Box 270, Paducah, KY 42002-0270

Mr. J. Frederick Paxton, P.O. Box 1680, Paducah, KY 42002-1680

Mr. Frank R. Paxton, 230 Troon Avenue, Paducah, KY 42001

Mr. Jim Paxton, P.O. Box 2300, Paducah, KY 42002-2300

Mr. David M. Paxton, P.O. Box 1680, Paducah, KY 42002-1680

Mrs. Martha P. Sinquefield, 3930 Buckner Lane, Paducah, KY 42001

Mr. Richard Edwin Paxton, P.O. Box 1680, Paducah, KY 42002-1680

Mrs. Louise P. Gallagher, 230 62nd Avenue South, St. Petersburg, FL 33705

Mr. Bruce Brockenborough, P.O. Box 270, Paducah, KY 42002-0270

Mrs. Dia Canter, 2633 Alliston Court, Columbus, OH 43220

Mrs. Margery d'Eprenesnil, 2 Rue De La Tourelle, 7743 Obigies Belgium