UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington D. C. 20549

FORM 10-QSB

(X) Quarterly report pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934.

For the quarterly period ended September 30, 2000.

( ) Transition report pursuant to Section 13 or 15(d) of the Exchange Act for the transition period from _________________ to ____________ .

Commission File Number: 333-72097

AMERICAN COMMUNICATIONS ENTERPRISES, INC.

(Exact name of registrant as specified in charter)

Nevada	74-2897368
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(State of Incorporation)	(I.R.S. Employer I.D. No)

355 Interstate Blvd., Sarasota FL 34240

(Address of Principal Executive Offices)

(941) 923-1949

(Registrant's Telephone Number, Including Area Code)

Check whether the registrant: (1) has filed all reports required to be filed by Section by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES (X) NO ( )

Indicate the number of shares outstanding of each of the issuer's classes of stock as of November 5, 2000.

24,487,532 Common Shares

Transitional Small Business Disclosure Format:

YES ( ) NO (X)

AMERICAN COMMUNICATIONS ENTERPRISES, INC.

INDEX TO FORM 10-QSB

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

AMERICAN COMMUNICATIONS ENTERPRISES, INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEET

	September 30, 2000 (Unaudited)	December 31, 1999
ASSETS		
CURRENT ASSETS		
Cash	$ 3,808	$ 43,613
Accounts receivable, net of allowance for doubtful accounts of $40,285 and $25,500, respectively	-	70,226
Total Current Assets	3,808	113,839
Fixed assets, at cost, net of accumulated depreciation of $5,150 and $150, respectively	-	3,986
Licenses, at cost, net of accumulated amortization of $39,400 and $18,000, respectively	-	197,000
	$ 3,808	$ 314,825
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	$ 71,720	$ 24,147
Capital Lease Payable - Current	11,460	-
Accrued Expenses	379,007	247,769

Shareholder Advances	73,000	-
Total Current Liabilities	535,187	271,916
Capital Lease Payable - Long Term	17,054	-
Total Liabilities	552,241	271,916
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIT		
Common stock; authorized 30,000,000 no par common shares; 18,487,532 and 17,917,420 shares issued and outstanding, respectively	661,983	519,455
Deficit accumulated during the development stage	(1,210,416)	(476,546)
Total Stockholders' Deficit	(548,433)	42,909
	$ 3,808	$ 314,825

SEE ACCOMPANYING NOTES TO THESE FINANCIAL STATEMENTS

AMERICAN COMMUNICATIONS ENTERPRISES, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF OPERATIONS
(Unaudited)

<TABLE>
<CAPTION>

	Nine-Months Ended September 30, 2000	Nine-Months Ended September 30, 1999	Three-Months Ended September 30, 2000	Three Months Ended September 30,1999	From Inception On October 29, 1998 Through September 30, 2000
<S>	<C>	<C>	<C>	<C>	<C>
REVENUE					
Revenues	$ 252,403	$ 203,715	$ -	$ 154,498	$ 642,802
Cost of goods sold	100,690	190,140	-	146,660	303,939
Gross Profit	151,713	13,575	-	7,838	338,863
EXPENSES					
General and administrative	591,922	269,032	154,180	86,533	1,167,500
Sales and marketing	70,557	-	-	-	160,338
Provision for bad debts	14,785	-	(11,881)	-	14,785
Total Expenses	677,264	269,032	142,299	86,533	1,342,623
Other Income (Expense)					
Other income	646	-	-	-	2,309
Loss on abandoned assets	(33,365)	-	(33,365)	-	(33,365)
Impairment of intangibles	(175,600)	-	(175,600)	-	(175,600)
Net loss before provision for income taxes	(733,870)	(255,457)	(351,264)	(78,695)	(1,210,416)
Provision for income taxes	-	-	-	-	-

NET LOSS	$ (733,870)	$ (255,457)	$ (351,264)	$ (78,695)	$(1,210,416)
Weighted Average Loss Per Share Basic and Diluted	$ (0.04)	$ (0.02)	$ (0.02)	$ (0.00)	
Weighted Average Shares Outstanding Basic and Diluted	18,202,476	14,250,000	18,465,210	16,675,000	

</TABLE>

SEE ACCOMPANYING NOTES TO THESE FINANCIAL STATEMENTS

AMERICAN COMMUNICATION ENTERPRISES, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF STOCKHOLDERS' DEFICIT

FOR THE NINE-MONTHS ENDED SEPTEMBER 30, 2000
(Unaudited)

<TABLE>
<CAPTION>

	Common Stock Shares	Common Stock Amount	Deficit Accumulated During the Development Stage
<S>	<C>	<C>	<C>
Balance, December 31, 1999	17,917,420	$519,455	$(476,546)
Issuance of common stock for cash	100,000	25,000	-0-
Issuance of common stock for services ($.25/share)	470,112	117,528	-0-
Net Loss for the nine-months ended September 30, 2000	-0-	-0-	(733,870)
Balance, September 30, 2000	18,487,532	$661,983	$(1,210,416)

</TABLE>

SEE ACCOMPANYING NOTES TO THESE FINANCIAL STATEMENTS

AMERICAN COMMUNICATIONS ENTERPRISES, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS
(Unaudited)

<TABLE>
<CAPTION>

	Nine-Months Ended September 30, 2000	Nine Months Ended September 30, 1999	Three Month Ended September 30, 2000	Three Month Ended September 30, 1999	From Inception On October 29, 1998 Through September 30, 2000
<S>	<C>	<C>	<C>	<C>	<C>
Cash Flows From Operating Activities					
Net Loss	$(733,870)	$ (255,457)	$ (351,264)	$ (78,695)	$(1,210,416)
Bad Debt Expense	14,785	-	(11,881)	-	40,285
Depreciation and Amortization	26,400	-	-	-	44,550
Impairment of Assets	175,600	-	175,600	-	175,600
Loss on abandon assets	33,365	-	33,365	-	33,365
Stock Issued for Services	117,528	-	11,161	-	196,883
(Increase) Decrease in Receivables	55,441	-	14,942	-	(40,285)
Increase (Decrease) in Payables and accrued expenses	178,811	189,673	82,157	64,795	444,587
Net Cash Provided (Used) by Operating Activities	(131,940)	(65,784)	(45,920)	(13,900)	(315,431)
Cash Flows From Investing Activities Purchase of fixed assets	-	-	-	-	(4,136)
Cash Flows From Financing Activities					
Advances from stockholder	73,000	50,000	48,000	-	79,140
Issuance of common stock	25,000	25,000	-	12,500	200,100
Issuance of debt	-	-	-	-	50,000
Payments of Capital Lease obligation	(5,865)	-	-	-	(5,865)
Net Cash Provided (Used) by Financing Activities	92,135	75,000	48,000	12,500	323,375
Net (Decrease) Increase In Cash	(39,805)	9,216	2,080	(1,400)	3,808
Cash at Beginning of Period	43,613	-	1,728	10,616	-
Cash at End of Period	$ 3,808	$ 9,216	$ 3,808	$ 9,216	$ 3,808
Supplemental cash flow information:					
Cash Paid For:					
Interest	$ -	$ -	$ -	$ -	
Income Taxes	$ -	$ -	$ -	$ -	
Non-Cash Transactions:					
Equipment purchased under capital lease	$ 34,379				
Stock issued for services	$117,528		$ 11,161		

</TABLE>

SEE ACCOMPANYING NOTES TO THESE FINANCIAL STATEMENTS

AMERICAN COMMUNICATIONS ENTERPRISES, INC.
(A DEVELOPMENT STAGE COMPANY)

NOTES TO THE FINANCIAL STATEMENTS
AS OF AND FOR NINE MONTHS ENDED SEPTEMBER 30, 2000

(Unaudited)

NOTE 1: BUSINESS ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

American Communications Enterprises, Inc. (the "Company") was incorporated under the laws of the state of Nevada on October 29, 1998. The Company is considered to be in the development stage, as defined in Financial Accounting Standards Board Statement No. 7. The Company is currently in the process of creating strategic relationships and acquiring complementary operating companies within the global communications industry that have proven management and state-of-the-art technologies. Through October 12, 2000 the Company sought to purchase and operate radio stations throughout the United States. The planned principal operations of the Company have not commenced, therefore accounting policies and procedures have not yet been established.

On October 12, 2000, Tampa Bay Financial, Inc., a Florida corporation ("TBF"), entered into an agreement (the "Agreement") with the Company and certain of its shareholders. The Agreement obliges TBF or persons affiliated with TBF to acquire 17,450,000 shares (71.3%) of the Company's outstanding common stock, thereby acquiring control of the Company. Pursuant to the Agreement, TBF agreed to acquire such stock over a period of three weeks. The selling stockholders in the transaction were the Company's directors, Dain L. Schult and Robert E. Ringle, as well as John W. Saunders, a consultant to the Registrant.

Under the Agreement, TBF's designees paid aggregate consideration of $500,000.

In connection with the transaction, Messrs. Schult and Ringle resigned from any and all positions with the Company, including their positions as officers and directors. Two designees of TBF, Carl Smith and Matthew Veal, were appointed to the board. In addition, Mr. Smith was elected to serve as Chairman and Chief Executive Officer, and Mr. Veal was elected to serve as Chief Financial Officer.

On October 12, 2000, the Board of Directors of the Company and a majority of its shareholders agreed to amend its Articles of Incorporation to increase its authorized capital stock to 500 million shares of common stock. At that time, the Board of Directors also approved a stock dividend of three shares for each share of common stock outstanding as of the record date of October 30, 2000. Subsequently, on October 20, 2000, the Board of Directors modified the record date for payment of the stock dividend to November 6, 2000. The Company anticipates payment of the dividend on approximately November 16, 2000.

Basis of Presentation

The accompanying unaudited financial statements of the Company have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-QSB and Rule 10-1 of Regulation S-X of the Securities and

Exchange Commission (the "SEC"). Accordingly, these financial statements do not include all of the footnotes required by generally accepted accounting principles. In the opinion of management, all adjustments (consisting of normal and recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the nine and three months ended September 30, 2000 are not necessarily indicative of the results that may be expected for the year ended December 31, 2000. The accompanying financial statements and the notes should be read in conjunction with the Company's audited financial statements as of December 31, 1999 contained in its Form 10-KSB.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods presented. Actual results could differ from those estimates.

NOTE 2: RELATED PARTY TRANSACTIONS

Included in accrued expenses is approximately $379,000 in accrued wages and related payroll taxes due to the President and Vice-President of the Company under employment agreements.

During the nine months ended September 30, 2000 the Company borrowed $73,000 from its former President, which is non-interest bearing, unsecured, and due on demand.

NOTE 3: GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a working capital deficiency of $531,379 an accumulated deficit of $1,210,416 as of September 30, 2000, and a net loss for the nine months then ended of $733,870. Accordingly its ability to continue as a going concern is dependent on obtaining capital and financing for its planned principal operations. The Company plans to secure financing for its acquisition strategy through the sale of its common stock and issuance of debt. However, there is no assurance that they will be successful in their efforts to raise capital or secure other financing. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

NOTE 4: TIME BROKERAGE AGREEMENT

The Company entered into a Time Brokerage Agreement (the "Agreement") with Watts Communications Inc. on June 1, 1999. The Agreement was initially for 12 months, but was extended through June 30, 2000. At which time the Company was unsuccessful in its attempt to exercise its irrevocable option to purchase substantially all of the assets of Watts Communications Inc. (the "Seller"), subject to Federal Communications Commission approval, which also granted the Company the radio air time for four radio stations for the period of the Agreement.

On July 3, 2000, the Company was named as a defendant in a lawsuit brought by the Seller, seeking unspecified damages and attorney's fees.

The Company filed a counterclaim on July 7, 2000, alleging that the Seller breached its agreement to sell the radio stations to the Company. The Company is seeking to require the Seller to perform its obligations to sell the radio stations. The Company is also seeking to be reimbursed for its damages arising from the Sellers breach of contract.

Management believes that the allegations on which the Seller relies in its claim for damages are false. Management also believes that the Company's claims for breach of contract have merit. Therefore, the Company intends to defend vigorously against the Seller's claim and to pursue its counterclaim vigorously.

On October 6, 2000, the Company and the Seller entered into a settlement agreement, pursuant to which each party agreed to dismiss all of its claims in the litigation, and the parties executed mutual general releases. Therefore, the litigation has been concluded, and each party has released the other from any existing claims.

In exchange for the purchase option and the airtime, the Company paid the Seller various monthly fees of approximately $10,000 per month.

Under the Agreement, the Company operated the four radio stations and received the right to receive payment for any commercial or program time sold during the term of the Agreement.

The sale of commercial and program time are included in revenues and the monthly fees payable under the Agreement are included in Cost of Revenues in these financial statements.

As a result of the unsuccessful attempt to exercise the purchase option, the Company has recorded $14,785 as a provision for bad debts, in the accompanying statement of operations, for the estimated amount of receivables which the Seller has collected and not remitted to the Company.

Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

OVERVIEW

The following discussion and analysis should be read in conjunction with the balance sheet as of December 31, 1999 and the financial statements as of and for the three and nine months ended September 30, 2000 and 1999 included with this Form 10-QSB.

We are considered to be in the development stage as defined in Financial Accounting Standards Board Statement No. 7, and we are currently in the process of creating strategic relationships and acquiring complementary operating companies within the global communications industry that have proven management and state-of-the-art technologies. Through October 12, 2000 we sought to purchase and operate radio stations throughout the United States.

Readers are referred to the cautionary statement, which addresses forward-looking statements made by the Company.

Recent Developments

On October 12, 2000, Tampa Bay Financial, Inc., a Florida corporation ("TBF"), entered into an agreement (the "Agreement") with the Company and certain of its shareholders. The Agreement obliges TBF or persons affiliated with TBF to acquire 17,450,000 shares (71.3%) of the Company's outstanding common stock, thereby acquiring control of the Registrant. Pursuant to the Agreement, TBF agreed to acquire such stock over a period of three weeks. The selling stockholders in the transaction were the Company's directors, Dain L. Schult and Robert E. Ringle, as well as John W. Saunders, a consultant to the Company.

Under the Agreement, TBF's designees paid aggregate consideration of $500,000 over the course of the three-week purchase period.

In connection with the transaction, Messrs. Schult and Ringle resigned from any and all positions with the Company, including their positions as officers and directors. Two designees of TBF, Carl Smith and Matthew Veal, were appointed to the board. In addition, Mr. Smith was elected to serve as Chairman and Chief Executive Officer, and Mr. Veal was elected to serve as Chief Financial Officer.

On October 12, 2000, the Board of Directors of the Company and a majority of its shareholders agreed to amend its Articles of Incorporation to increase its authorized capital stock to 500 million shares of common stock. At that time, the Board of Directors also approved a stock dividend of three shares for each share of common stock outstanding as of the record date of October 30, 2000. Subsequently, on October 20, 2000, the Board of Directors modified the record date for payment of the stock dividend to November 6, 2000. The Company anticipates payment of the dividend on approximately November 16, 2000.

Prior Activities

We entered into a Time Brokerage Agreement (the "Agreement") with Watts Communications Inc. on June 1, 1999. The Agreement was initially for 12 months, but was extended through June 30, 2000. At which time we were unsuccessful in our attempt to exercise the irrevocable option to purchase substantially all of the assets of Watts Communications Inc. (the "Seller"), subject to Federal Communications Commission approval, which also granted us the radio air time for four radio stations for the period of the Agreement.

On July 3, 2000, we were named as a defendant in a lawsuit brought by the Seller, seeking unspecified damages and attorney's fees.

We filed a counterclaim on July 7, 2000, alleging that the Seller breached its agreement to sell the radio stations to us. We are seeking to require the Seller to perform its obligations to sell the radio stations. We are also seeking to be reimbursed for damages arising from the Sellers breach of contract.

We believe that the allegations on which the Seller relies in its claim for damages are false. We also believe that the our claims for breach of contract have merit. Therefore, we intend to defend vigorously against the Seller's claim and to pursue our counterclaim vigorously.

On October 6, 2000, the Company and the Seller entered into a settlement agreement, pursuant to which each party agreed to dismiss all of its claims in the litigation, and the parties executed mutual general releases. Therefore, the litigation has been concluded, and each party has released the other from any existing claims.

Under the Agreement, we operated the four radio stations and received the right to receive payment for any commercial or program time sold during the term of the Agreement.

RESULTS OF OPERATIONS

Quarter Ended September 30, 2000 and 1999

For the quarter ended September 30, 2000 we did not generate any revenues compared to $154,498 for the quarter ended September 30, 1999 as we were unsuccessful in our attempt to exercise the irrevocable option to purchase substantially all of the assets of Watts Communications Inc.

We incurred a net loss of approximately $351,264 for the quarter ended September 30, 2000 as compared with a net loss of $78,695 for the quarter ended September 30, 1999. Our operating expenses consist primarily of general and administrative expenses. General and administrative expenses increased to $154,180 for the

quarter ended September 30, 2000 from $86,533 for the quarter ended September 30, 1999, and principally includes payroll and related taxes; professional fees for consulting, business development, legal and accounting; office supplies expense; travel expense and organizational costs. Also as a result of an unsuccessful attempt to exercise the purchase option related to the Time

Brokerage Agreement, we recorded an impairment loss of $175,600 related to a license agreement we had purchased to develop our business plan. In addition, we recorded a loss on abandoned assets of $33,365.

The results of operations for the quarter ended September 30, 2000 are not necessarily indicative of the results for any future interim period or for the year ending December 31, 2000. We expect to expand upon obtaining capital and financing for our planned principle operations.

Nine Months Ended September 30, 2000 and 1999

For the nine-months ended September 30, 2000 we generated revenues of approximately $252,403 through the Time Brokerage Agreement with the Stations. Revenues primarily consisted of commercial or program time sold. We generated $203,715 revenues for the nine-months ended September 30, 1999, as we had just commenced operations.

We incurred a net loss of approximately $733,870 for the nine-months-ended September 30, 2000 as compared with a net loss of $255,457 for the nine-months-ended September 30, 1999. Our operating expenses consist primarily of broadcast operations, sales and marketing and general and administrative expenses. General and administrative expenses increased to $591,922 for the nine-months ended September 30, 2000 from $269,032 for the nine-months ended September 30, 1999, and principally includes payroll and related taxes; professional fees for consulting, business development, legal and accounting; office supplies expense; travel expense and organizational costs. Broadcast operating expenses and sales and marketing expenses decreased to $171,247 for the nine months ended September 30, 2000 from $190,140 for the nine months ended September 30, 1999, and consisted primarily of those expenses incurred in connection with the management and development of advertising revenues for the Stations. Also as a result of an unsuccessful attempt to exercise the purchase option related to the Time Brokerage Agreement, we recorded $14,785 as a provision for bad debts for the estimated amount of receivables which the Seller has collected and not remitted to us. Additionally, we recorded an impairment loss of $175,600 related to a license agreement we had purchased to develop our business plan. In addition, we recorded a loss on abandoned assets of $33,365.

The results of operations for the nine-months ended September 30, 2000 are not necessarily indicative of the results for any future interim period or for the year ending December 31, 2000. We expect to expand upon obtaining capital and financing for our planned principal operations.

Liquidity and Capital Resources

Our operating requirements have exceeded our cash flow from operations as we continue to build our business. Operating activities during the nine-months

ended September 30, 2000 used cash of $131,940. Operating activities were primarily funded through proceeds from the sale of common stock of $25,000 and proceeds from the issuance of debt of $73,000 and the use of approximately $40,000 of cash on hand at December 31, 1999. At September 30, 2000 we had cash and cash equivalents of approximately $3,808.

During April 1999, we began offering subscriptions for the sale of up to 11,000,000 shares of our common stock at $0.05 per share, which was increased to $0.25 in the third quarter of 1999. As of September 30, 2000, cash proceeds of approximately $200,000 were received through the sale of 1,566,667 shares in connection with this offering. An additional 6,420,865 shares of common stock, valued at approximately $462,000, were issued in exchange for services, satisfaction of debt and a license agreement.

We will require the proceeds of this and subsequent offerings to expand our operations and finance our future working capital requirements. Based upon our current plans and assumptions relating to our business plan, we anticipate that we may need to seek additional financing to fund our proposed acquisition strategy.

CAUTIONARY STATEMENT

This Form 10-QSB, press releases and certain information provided periodically in writing or orally by the Company's officers or its agents contain statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act, as amended and Section 21E of the Securities Exchange Act of 1934. The words expect, anticipate, believe, goal, plan, intend, estimate and similar expressions and variations thereof if used are intended to specifically identify forward-looking statements. Those statements appear in a number of places in this Form 10-QSB and in other places, particularly, Management's Discussion and Analysis of Financial Condition and Results of Operations, and include statements regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things: (i) the Company's liquidity and capital resources; (ii) the Company's financing opportunities and plans and (iii) the Company's future performance and operating results. Investors and prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. The factors that might cause such differences include, among others, the following: (i) any material inability of the Company to successfully identify, consummate and integrate the acquisition of radio stations at reasonable and anticipated costs to the Company; (ii) any material inability of the Company to successfully internally develop its products; (iii) any adverse effect or limitations caused by Governmental regulations; (iv) any adverse effect on the Company's continued positive cash flow and abilities to obtain acceptable financing in connection with its growth plans; (v) any increased competition in business; (vi) any inability of the Company to successfully conduct its business in new markets; and (vii) other risks including those identified in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise the forward looking statements made in this Form 10-QSB to reflect events or circumstances after the date of this Form 10-QSB or to reflect the occurrence of unanticipated events.

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PART II. - OTHER INFORMATION

Item 1. Legal Proceedings

On July 3, 2000, the Company was named as a defendant in a lawsuit titled Cause No.00-07-370; Watts Communications, Inc. vs. American Communications Enterprises, Inc., which is currently pending in the 35th Judicial District Court in Brown County, Texas. The plaintiff in this action is Watts Communications, Inc. The action arises out of a contract between the Company and the plaintiff to purchase radio stations located in Brownwood and Coleman, Texas. The plaintiff seeks unspecified damages and its attorney's fees.

The Company filed a counterclaim on July 7, 2000, alleging that the plaintiff breached its agreement to sell the radio stations to the Company. The Company is seeking to require the plaintiff to perform its obligations to sell the radio stations. The Company is also seeking to be reimbursed for its damages arising from the plaintiff's breach of contract.

Management believes that the allegations on which the plaintiff relies in its claim for damages are false. Management also believes that the Company's claims for breach of contract have merit. Therefore, the Company intends to defend vigorously against the plaintiff's claim and to pursue its counterclaim vigorously.

On October 6, 2000, the Company and the plaintiff entered into a settlement agreement, pursuant to which each party agreed to dismiss all of its claims in the litigation, and the parties executed mutual general releases. Therefore, the litigation has been concluded, and each party has released the other from any existing claims. ACE is involved in litigation from time to time in the ordinary course of its business. In management's opinion, the outcome of all pending legal proceedings, individually and in the aggregate, will not have a material adverse effect on the Company.

Item 2. Changes in Securities

NONE

Item 3. Defaults Upon Senior Securities

NONE

Item 4. Submission of Matters to a Vote of Securities Holders

On October 12, 2000, shareholders holding 18,450,000 shares, which constituted more than a majority of the Company's outstanding common stock, took action by written consent without a meeting to approve an amendment to the Company's Articles of Incorporation to increase its authorized capital stock to 500 million shares of common stock.

Item 5. Other Information

NONE

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

3(i).1 Amendment to Articles of Incorporation filed October 24, 2000.

10.1 Amendment to Agreement between the Registrant and Dain L.Schult.

10.2 Amendment to Agreement between the Registrant and Robert E. Ringle.

(b) Form 8-K, dated October 12, 2000; Items 1 - change in control and Item 5 - amended capitalization and three for one stock dividend.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 14, 2000	/s/ Carl Smith
Date	Carl Smith, Chief Executive Officer

Exhibit 3(i).1

Amendment to Articles of Incorporation filed October 24, 2000.

CERTIFICATE OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

AMERICAN COMMUNICATION ENTERPRISES, INC.

AMERICAN COMMUNICATIONS ENTERPRISES, INC. a corporation organized and existing under the laws of the State of Nevada (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 78, Nevada Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Nevada on October 29, 1998 and amended on October 11, 2000.

2. The amendment to the Articles of Incorporation being effected hereby will completely delete Article Fourth of the Articles of Incorporation as of the date hereof, and substitute in its place the Article Fourth set forth below.

3. This amendment to the Articles of Incorporation was approved by the Board of Directors on October 12, 2000. The number of shares of the Corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation at the time of the amendment was 18,487,888. The amendment has been consented to and approved by the affirmative vote of shareholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Nevada, and thereafter, Article Fourth of the Articles of Incorporation shall read ad follows:

> FOURTH That the total number of voting common stock authorized that may be issued by the Corporation is 500 million shares of stock, par value $0.001, and no other class of stock shall be authorized. Said shares may be fixed from time to time by the Board of Directors.

IN WITNESS WHEREOF AMERICAN COMMUNICATIONS ENTERPRISES, INC. has caused these Articles of Amendments of the Articles of Incorporation to be executed by its president and secretary this 12th day of October, 2000.

AMERICAN COMMUNICATIONS
ENTERPRISES, INC.

By: /s/ Dain L. Schult, President

By: /s/ Sherry R. Schult, Secretary

Exhibit 10.1

Amendment to Agreement between the Registrant and Dain L. Schult.

AMENDMENT

THIS AMENDMENT is made and entered into this 6th day of October, 2000, by and between American Communications Enterprises, Inc., a Nevada corporation (the "Company"), and Dain L. Schult (the "Employee").

W I T N E S S E T H:

WHEREAS, the parties have executed an employment agreement dated October 1, 1998, as amended on January 3, 2000 (the "Agreement"); and

WHEREAS, the parties desire to amend the Agreement in certain respects.

NOW, THEREFORE, notwithstanding any provision of the Agreement, the Employee hereby agrees that the Agreement is hereby terminated and that hereafter, he shall be an employee at will of the Company. Simultaneously herewith, the Employee has executed a general release, releasing the Company from any liability accruing prior to the date hereof. In consideration of the agreement of the Employee to this Amendment, the aforementioned release and the cancellation of certain indebtedness of the Company to the Employee, the Company hereby grants to the Employee 3,617,300 shares of the Company's common stock, which the parties agree shall be valued for this purpose at $0.11 per share. The Employee agrees that after the date hereof, he will continue to provide such assistance as the Company may reasonably request for purposes of compliance with the securities laws and other laws applicable to the Company.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the day and date first above written.

Dain L. Schult

American Communications
Enterprises, Inc.

By:____________________________

Exhibit 10.2

Amendment to Agreement between the Registrant and Robert E. Ringle.

AMENDMENT

THIS AMENDMENT is made and entered into this 6th day of October, 2000, by and between American Communications Enterprises, Inc., a Nevada corporation (the "Company"), and Robert E. Ringle (the "Employee").

W I T N E S S E T H:
- - - - - - - - - -

WHEREAS, the parties have executed an employment agreement dated October 1, 1998, as amended on January 3, 2000 (the "Agreement"); and

WHEREAS, the parties desire to amend the Agreement in certain respects.

NOW, THEREFORE, notwithstanding any provision of the Agreement, the Employee hereby agrees that the Agreement is hereby terminated and that hereafter, he shall be an employee at will of the Company. Simultaneously herewith, the Employee has executed a general release, releasing the Company from any liability accruing prior to the date hereof. In consideration of the agreement of the Employee to this Amendment, the aforementioned release and the cancellation of certain indebtedness of the Company to the Employee, the Company hereby grants to the Employee 2,382,700 shares of the Company's common stock, which the parties agree shall be valued for this purpose at $0.11 per share. The Employee agrees that after the date hereof, he will continue to provide such assistance as the Company may reasonably request for purposes of compliance with the securities laws and other laws applicable to the Company.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the day and date first above written.

Robert E. Ringle

American Communications
Enterprises, Inc.

By:____________________________

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