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B9900000039

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EXECUTIVE DIRECTOR:

J. ANDREW KELLER, III, C.P.A.

January 22, 1999

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Via Hand Delivery

600002752426--7  
-01/25/99--01001--013  
\*\*\*\*\*206.50 \*\*\*\*\*206.50

RE: MTV Management Limited Partnership

Dear Division of Corporations:

I have enclosed for filing an application by a foreign limited partnership for authorization to transact business in Florida for MTV Management Limited Partnership.

Please file the application and certify one copy. Our messenger will pick up the certified copy Monday, January 25, 1999.

I have enclosed a check in the amount of \$206.50 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

BK

1/22/99

Jessica J. Ferreri  
Assistant to Paul A. Zeigler

Enclosures

LP - 154.00  
CERT - 52.50

RECEIVED  
99 JAN 22 PM 3:15  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. MTV Management Limited Partnership  
(Name of limited partnership as it is in the home state)

2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. South Dakota 4. October 4, 1996  
(State of Formation) (Date of Formation)

5. Paul A. Zeigler  
(Name of Registered Agent for Service of Process)

6. 106 East College Avenue, Suite 1200  
(Street Address of Registered Office)

Tallahassee, Florida 32301  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Paul A. Zeigler  
(Agent must sign on this line)

8. 101 N. Phillips Avenue, P.O. Box 5953  
Sioux Falls, South Dakota 57117  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

MTV Associates II, L.P.C.

101 N. Phillips Avenue

Sioux Falls, South Dakota 57117

10. 101 N. Phillips Avenue, Sioux Falls, South Dakota 57117  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED STATE  
SECRETARY OF CORPORATIONS  
99 JAN 22 PM 5:07

MYA000000085

12. 101 N. Phillips Avenue, P.O. Box 5953

Sioux Falls, South Dakota 57117

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 20th day of JANUARY, 19 99

[Signature]

General Partner

STATE OF OKLAHOMA

COUNTY OF OKLAHOMA

On this 20th day of JANUARY, 19 99

P. MARK MOORE

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

[Signature]  
(Notary Public Signature)

RONALD F. SCHWARTZ  
(Notary's Printed Name)

Seal

My Commission Expires: SEPT. 8, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 5:07

# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared P. Mark Moore, Manager of MTV Associates II, L.L.C.  
a general partner of MTV Management Limited Partnership, a (an) South Dakota  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ \$1,700,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 17,000.

*Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Signed this 20TH day of JANUARY, 19 99



General Partner

STATE OF OKLAHOMA

COUNTY OF OKLAHOMA

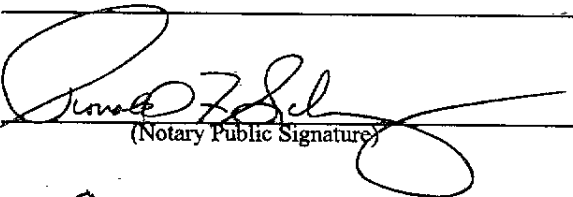
On this 20TH day of JANUARY, 19 99,

P. MARK MOORE

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_



(Notary Public Signature)

RONALD F. SCHWARTZ

(Notary's Printed Name)

Seal

My Commission Expires: SEPT. 8, 1999

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DIVISION OF CORPORATIONS  
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