



May-20-04 09:18

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DIVISION OF CORPORATIONS

CT CORPORATION

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B99000000039

**Florida Department of State
Division of Corporations
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REGISTERED AGENT CHANGE

MTV MANAGEMENT LIMITED PARTNERSHIP

Certificate of Status	0
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J. BRYAN MAY 21 2004

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CT CORPORATION

P.02

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of South Dakota, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

FILED
2004 MAY 20 AM 11:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. MTV Management Limited Partnership

Name of the limited partnership

2. 10/25/03

Date of filing/registration in Florida

3. B99000000039

Document number assigned

4. The name and address of the present registered agent and office:

Paul A Zeigler

106 East College Ave, Ste 1200

Tallahassee FL 32301

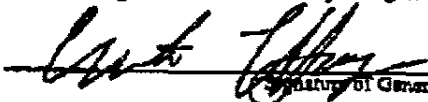
5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

CT Corporation System

c/o CT Corporation System, 1200 South Pine Island Road

Plantation, Florida 33324

Such change was authorized by the general partners.

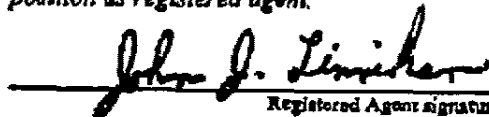


MTV Management LP
by MTV Associates II, L.L.C., Manager
by Curt L. Hayes, Manager

Signature of General Partner

5-12-04
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Registered Agent signature

5/20/04
Date

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Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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