



THE UNITED STATES
CORPORATION
COMPANY

F00000002159

ACCOUNT NO. : 072100000032

REFERENCE : 655130 7116946

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 78.75

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 13 PM 5:21

ORDER DATE : April 7, 2000

ORDER TIME : 11:36 AM

ORDER NO. : 655130-005

CUSTOMER NO: 7116946

4000003207814--5

CUSTOMER: Michael Muellerleile, Esq
Stepp & Beauchamp LLP
1301 Dove Street, Suite 460

Newport Beach, CA 92660-2422

FOREIGN FILINGS

NAME: MVD INC.

(6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
00 APR 13 PM 1:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

Mr 4/13



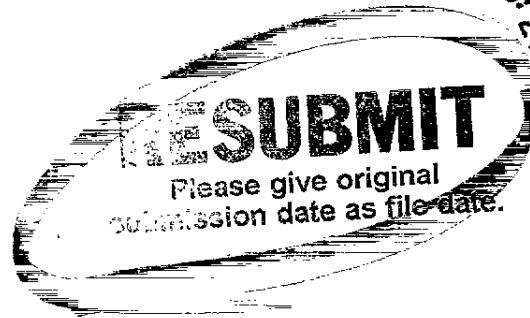
FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 13, 2000

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MVD INC.
Ref. Number: W00000009868



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 5:21

We have received your document for MVD INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.


Buck Kohr
Corporate Specialist

Letter Number: 200A00020495

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR 18 PM 12:58

**WRITTEN CONSENT OF DIRECTORS
TO CORPORATE ACTION BY
MVD, INC.,
a Delaware corporation**

FILED STATE
SECRETARY OF CORPORATIONS
00 APR 13 PM 5:22

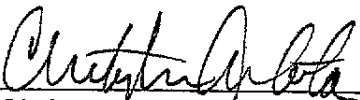
The undersigned are the only members of, and therefore, constitute, the Board of Directors of MVD, Inc., a Delaware corporation ("Corporation"), and hereby consent, by this writing, to take the following action, to adopt the following resolution and to transact the following business of this corporation:

RESOLVED, that this Corporation adopts the name "MVDigital, Inc." for use in the State of Florida.

RESOLVED, FURTHER, that the officers of this Corporation, and each of them, be, and they hereby are, authorized, empowered, and instructed, in the name of and on behalf of this Corporation, and as the act of this Corporation, to take whatever action is necessary or appropriate to perform, carry out, and effectuate the intents and purposes of the foregoing resolutions.


THIS CONSENT is executed pursuant to the provisions of Section 141 of the Delaware General Corporation Law and is to be filed with the minutes of proceedings of the Board of Directors of this corporation.

April 17, 2000



Christopher A. Cota, Director

April 17, 2000



Kirpal Grewal, Director

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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DIVISION OF CORPORATIONS
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1. MVD, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 94-3357128
(FEI number, if applicable)
4. 3/14/00
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/7/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 215 North Federal Highway, Suite 6H
Boca Raton, Florida 33432
(Current mailing address)
8. any lawful act.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Christopher Cota
Office Address: 215 North Federal Highway, Suite 6H
Boca Raton, _____, Florida, 33432
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Christopher A. Cota
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Christopher A. Cota

Address: 215 North Federal Highway, Suite 6H

Boca Raton, Florida 33432

Vice Chairman: Kirpal Grewal

Address: 215 North Federal Highway, Suite 6H

Boca Raton, Florida 33432

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Christopher A. Cota

Address: 215 North Federal Highway, Suite 6H

Boca Raton, Florida 33432

Vice President: _____

Address: _____

Secretary: Kirpal Grewal

Address: 215 North Federal Highway, Suite 6H

Boca Raton, Florida 33432

Treasurer: Christopher A. Cota

Address: 215 North Federal Highway, Suite 6H

Boca Raton, Florida 33432

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Christopher A. Cota

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 5:21

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
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DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MVD, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF APRIL, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

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0375286
AUTHENTICATION:
DATE: 04-12-00