

F97000006004

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: VH1, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

500002336635--9
-11/03/97--01137--002
*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

W97-25035

Please return all correspondence concerning this matter to the following:

RONALD M. VAN HORN
(Name of Person)
VH1, INCORPORATED
(Firm/Company)
1483 OLD BRIDGE RD
(Address)
WOODBRIDGE VA 22192
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

CHARLENE CRUSE at (703) 494-8280
(Name of Person) (Area Code & Daytime Telephone Number)

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COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

November 4, 1997

RONALD M. VAN HORN
VH1, INC.
1483 OLD BRIDGE RD
WOODBIDGE, VA 22192

SUBJECT: VH1, INC.
Ref. Number: W97000025035

We have received your document for VH1, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 997A00053357

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Ronald M. Van Horn, do hereby certify
(Name)

that this Resolution of the Board of Directors of VH 1, Incorporated
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Virginia,

was duly adopted on 10-6-97, 1997

Be it resolved, that VH 1, Incorporated
(Corporate Name)

organized and existing in the State of Virginia, hereby adopts the same

Postal Service Authority, Inc. for use in Florida.

Dated: 11-12-97



Signature of either Chairman, Vice Chairman or any officer

Ronald M. Van Horn

Type or print name

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DIVISION OF CORPORATIONS

**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.*

1. VH I, INCORPORATED
(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. VIRGINIA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-6-97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. HAVEN'T STARTED DOING BUSINESS AS OF THIS DATE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1483 Old Bridge Rd
Woodbridge, VA 22192
(Current mailing address)
8. MANAGEMENT & SALES
(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: SHARON NORRIS
- Office Address: 5416 WEST CRENSHAW STREET
TAMPA, Florida, 33634
(Zip code)

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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.

Sharon Norris
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: RONALD M. VAN HORN

Address: 1483 OLD BRIDGE RD
WOODBRIDGE, VA 22192

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Ronald M. Van Horn President

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

14. RONALD M. VAN HORN PRESIDENT

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

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Commonwealth of Virginia



State Corporation Commission

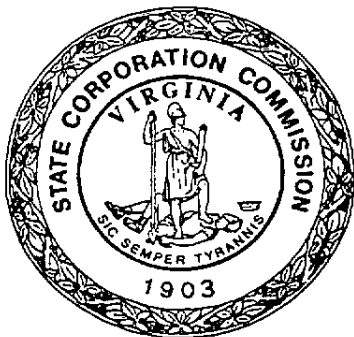
I Certify the Following from the Records of the Commission:

VH1, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 06, 1997.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: October 27, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission