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January 22, 1999

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(\*NOT A MEMBER OF FLORIDA BAR)  
EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

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RECEIVED  
DIVISION OF CORPORATIONS

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

Via Hand Delivery

RE: MTV Associates II, LLC

900002752249--0  
-01/25/99--01001--005  
\*\*\*\*337.50 \*\*\*\*337.50

Dear Division of Corporations:

I have enclosed for filing an application by a foreign limited liability company for authorization to transact business in Florida for MTV Associates II, LLC. Also enclosed is a Certificate Designating Registered Agent and Registered Office.

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

I have enclosed a check in the amount of \$337.50 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,

M99-95

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
Verify	<i>[Signature]</i>

Jessica J. Ferreri  
Assistant to Paul A. Zeigler

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Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. MTV Associates II, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. South Dakota  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 46-0443849  
(FEI number, if applicable)
4. October 2, 1996  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 16, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 101 N. Phillips Avenue, P.O. Box 5953  
Sioux Falls, South Dakota 57117  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>P. Mark Moore</u>	<u>MGRM</u>	_____	_____
<u>3600 W. Main St, Suite 150</u>		_____	
<u>Norman, OK 73072</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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 DIVISION OF CORPORATIONS  
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
\_\_\_\_\_ MTV Associates II, L.L.C. \_\_\_\_\_ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,000.00.  
(This total includes amounts from 2 and 3 above.)



\_\_\_\_\_  
**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

Patrick Mark Moore

\_\_\_\_\_  
Typed or printed name of signee

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DIVISION OF CORPORATIONS  
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**Filing Fee: \$250.00 for Application and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT  
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF  
FLORIDA.

1. The name of the Limited Liability Company is:

MTV Associates II, L.L.C.

2. The name and the Florida street address of the registered agent and office are:


Paul A. Zeigler  
(Name)

106 East College Avenue, Suite 1200  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301  
City/State/Zip

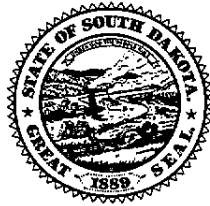
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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.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

  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Good Standing Limited Liability Company

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, do hereby certify that **MTV ASSOCIATES II, L.L.C.** was duly organized under the laws of this state on **October 2, 1996**.

I further certify that said Limited Liability Company has complied with the laws of this State relative to the formation of Limited Liability Companies of its kind and is now a regularly and properly organized and existing Limited Liability Company under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the Limited Liability Company's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 6, 1999.

**Joyce Hazeltine**  
Secretary of State