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TRANSMITTAL LETTER

FILED
01 FEB 27 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600003782506--8
-02/27/01--01068--005
*****78.75 *****78.75

SUBJECT: Filing Articles of Incorporation
MTV, Inc.

I enclose an original and 1 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 7875.

From:

Martin Russell
Name
616 Ashe St.
Address
Key West Fl. 33040
City State Zip
(305) 304-0188
Telephone Number

CB 3-1

ARTICLES OF INCORPORATION

OF

MTV, Inc.

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ARTICLE I NAME

The name of the corporation shall be:

MTV, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

PRINCIPAL ADDRESS:

MAILING ADDRESS:

903 EISENHOWER DR
KEY WEST, FL 33040

903 EISENHOWER DR
KEY WEST, FL 33040

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5000). Such shares shall be of a single class and shall have NO par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MICHELLE C. CLAUSON
422 FLEMING ST
KEY WEST, FL 33040

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARTIN RUSSELL
616 ASHE ST
KEY WEST, FL 33040


ARTICLE VI DIRECTORS

The corporation shall have ONE director. The name and address of the initial director of the corporation IS:

MARTIN RUSSELL
616 ASHE ST
KEY WEST, FL 33040

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

The undersigned has executed these Articles of Incorporation this 23rd day of FEB 2001.


MARTIN RUSSELL, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MTV, INC.

2. The name and address of the registered agent and office is:

MICHELLE CLAUSON
422 FLEMING ST
KEY WEST, FL 33040

Signature: _____

Michelle C. Clauson

Title: _____

CPA

Date: _____

2/26/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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: _____

Michelle C. Clauson

Date: _____

2/26/01

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