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December 11, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400002711274--3
-12/14/98--01050--011
122.50 **78.75

Re: MTV, Inc.

To whom it may concern:

Please find enclosed an original and one copy of Articles of Incorporation of MTV, Inc. and a check in the amount of \$122.50 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me for our records.

If you have any questions please do not hesitate to contact me.

Sincerely,



Duane C. Romanello

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MTV, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of the corporation shall be: **MTV, Inc.**

The principal place of business of this corporation shall be 9926 Beach Blvd. Suite 362, Jacksonville, FL 32246.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 9926 Beach Blvd., Suite 362, Jacksonville, FL 32246 and the name of the initial registered agent of the corporation at that address is Louis Lopez.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by the By Laws.

The name and address of the persons who are to serve as Director until their successor or successors are elected and have qualified are:

NAME	ADDRESS
Louis Lopez	9926 Beach Boulevard, Suite 362, Jacksonville, Florida 32246.

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE VII. TERM OR EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
Louis Lopez (President)	9926 Beach Boulevard, Suite 362, Jacksonville, FL 32246.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Louis Lopez, 9962 Beach Boulevard, Suite 362, Jacksonville, FL 32246.

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

ARTICLE XIV. DISSOLUTION

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

IN WITNESS WHEREOF, I, Louis Lopez, the undersigned subscribing incorporator, has hereunto set my hand and seal this 10th day of December, 1998 for the purpose of forming this corporation. I further certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

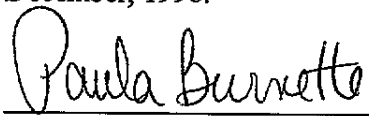

Louis Lopez

STATE OF FLORIDA

COUNTY OF Duval

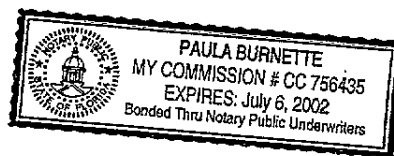
BEFORE ME, a Notary public duly authorized in the state and county above named to take acknowledgments, personally appeared Louis Lopez to me well known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and acknowledged his responsibilities as registered agent for said corporation.

WITNESS my hand and official seal in the county and state named above this 10th day of December, 1998.



Signature of Notary

My commission expires: 7/6/02



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