

Filing Fee: \$100.00

ID Number: 97076



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

OCT 3 1997

By 91659192918

**FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR CERTIFICATE OF REGISTRATION**

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Speer Virtual Media Limited Partnership
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is
Speer Virtual Media, L.P. of Nashville

2. The limited partnership is organized under the laws of Nevada and the date of its formation is 9-28-95.

3. The general character of the business it proposes to transact in Rhode Island is long distance telecommunication services

4. The name and address of the agent for service of process is National Registered Agents, Inc.
(Name of Agent)
222 Jefferson Boulevard, Suite 200 Warwick RI 02888
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

50 W. Liberty Street, Suite 650, Reno, NV 89501

7. The name and business address of each general partner is:

General Partner

Business Address

Magnatone Entertainment Group, Inc.

50 W. Liberty St., Suite 650, Reno, NV 89501

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

50 W. Liberty Street, Suite 650, Reno, NV 89501

9. A mailing address for the foreign limited partnership is: 3201 Dickerson Pike, Nashville, TN 37207

Dated 10-1, 1997

Speer Virtual Media Limited Partnership

(Exact name of Limited Partnership making application)

By

General Partner

Richard M. Speer, Vice President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

In Nashville, TN, on this 1st day of OCTOBER, 1997, personally appeared

before me Richard M. Speer, who, being by me first duly sworn, declared that he/she is a General Partner of the Speer Virtual Media Limited Partnership, that he/she signed the foregoing documents as a General Partner of the limited partnership, and that the statements therein contained are true.

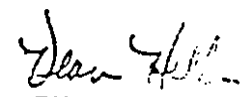
Notary Public

B. FAYE RHOMBERG
MY COMMISSION EXPIRES
MARCH 25, 2000

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the document as filed in this
office.

AUG 29 '97


DEAN HELLER
Secretary of State

By 