

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Mar 16 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 842149 (7)**

1. Corporation Name  
**BUSCH ENTERTAINMENT CORPORATION**

Principal Place of Business <b>ATTN:CORPORATE TAX DEPARTMENT                  ONE BUSCH PLACE                  ST LOUIS MO 63118</b>	Mailing Address <b>ATTN:CORPORATE TAX DEPARTMENT                  ONE BUSCH PLACE                  ST LOUIS MO 63118</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>21 231 S. Bemiston</b> Suite, Apt. #, etc. <b>22 Suite 600</b> City & State <b>23 Clayton, MO</b> Zip <b>24 63105-1914</b>	2a. Mailing Address <b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b>	3. Date Incorporated or Qualified <b>12/26/1979</b>
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4. FEI Number <b>36-2608369</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM  
 1200 S. PINE ISLAND ROAD  
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>PURVIS, R. BURL</b>	
STREET ADDRESS	<b>ONE BUSCH PLACE</b>	
CITY-ST-ZIP	<b>ST LOUIS MO</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>YUST, JAMES R.</b>	
STREET ADDRESS	<b>ONE BUSCH PLACE</b>	
CITY-ST-ZIP	<b>ST LOUIS MO</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>BILBO, MELVIN L</b>	
STREET ADDRESS	<b>ONE BUSCH PLACE</b>	
CITY-ST-ZIP	<b>ST LOUIS MO</b>	
TITLE	<b>VD</b>	<input type="checkbox"/> DELETE
NAME	<b>CORRIGAN, THOMAS L.</b>	
STREET ADDRESS	<b>ONE BUSCH PLACE</b>	
CITY-ST-ZIP	<b>ST LOUIS MO</b>	
TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>REEVES, LAURA H.</b>	
STREET ADDRESS	<b>ONE BUSCH PLACE</b>	
CITY-ST-ZIP	<b>ST LOUIS MO</b>	
TITLE	<b>P</b>	<input type="checkbox"/> DELETE
NAME	<b>ROBERTS, JOHN B</b>	
STREET ADDRESS	<b>ONE BUSCH PLACE</b>	
CITY-ST-ZIP	<b>ST LOUIS MO</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

Schedule Attached

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

*[Handwritten Signature]*

CF2E034 (10/97)

**BUSCH ENTERTAINMENT CORPORATION**

(Business Address: 231 S. Bemiston Avenue, Suite 600, Clayton, MO 63105-1914)  
(Mailing Address: One Busch Place, St. Louis, MO 63118)

**OFFICERS**

John B. Roberts	Chairman of the Board and President
John J. Schaefer	Vice President - Finance and Information Technology
James R. Yust	Vice President - Engineering and Product Development
Kristine A. Schmidt	Vice President - Human Resources
Christopher M. Shea	Vice President - Marketing
Andrew P. Fichthorn	Vice President - Planning and Development
Joseph G. Peczi	Vice President - Entertainment
J. Dennis Burks	Vice President - Food Service
Donald L. Eddings	Vice President - Merchandise
Daniel B. Brown	Vice President - Operations
Frederick A. Vance	Controller
Laura H. Reeves	Secretary
William J. Kimmins	Treasurer
John C. Martz, Jr.	Assistant Secretary
David C. Sauerhoff	Assistant Treasurer
John D. Castagno	Tax Controller

**DIRECTORS**

John B. Roberts  
Marie C. Carroll  
Francine I. Katz  
William L. Rammes  
John J. Schaefer  
James R. Yust  
vacancy  
vacancy

Effective 1/1/98