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FOREIGN PROFIT QUALIFICATION

Sea World, Inc.

Certificate of Status	0
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17-04

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Sea World, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 13-2873726
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/8/76 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7007a Sea World Dr., Orlando, FL 32821
(Principal office address)

same as above
(Current mailing address)

8. Activities as a "seller of travel" pursuant to Florida Statutes Section 559.927(10).
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System
By: [Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: see attached schedule

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____


Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. David J. Grabe, Vice President - Finance
(Typed or printed name and capacity of person signing application)

**Schedule to Application by Foreign Corporation for Auth. to Transact Business in Florida
Sea World, Inc.**

Officers:

<u>Name/Business Address</u>	<u>Title</u>
Keith M. Kasen 231 South Bemiston, Suite 600 St. Louis, MO 63105	Chairman of the Board and President
David J. Grabe 231 South Bemiston, Suite 600 St. Louis, MO 63105	Vice President-Finance and Assistant Secretary
James D. Atchison 7007 Sea World Drive Orlando, FL 32821	Executive Vice President and General Manager
J. Dennis Burks 500 Sea World Drive San Diego, CA 92109	Executive Vice President and General Manager
Andrew P. Fichthorn 10500 Sea World Drive San Antonio, TX 78251	Executive Vice President and General Manager
Stephen M. Frein 231 South Bemiston, Suite 600 St. Louis, MO 63105	Vice President - Planning
Laura H. Reeves One Busch Place St. Louis, MO 63118-1852	Secretary
William J. Kimmins Jr. One Busch Place St. Louis, MO 63118-1852	Vice President and Treasurer
David C. Sauerhoff One Busch Place St. Louis, MO 63118-1852	Assistant Treasurer
John D. Castagno One Busch Place St. Louis, MO 63118-1852	Tax Controller

Director:

Keith M. Kasen
231 South Bemiston, Suite 600
St. Louis, MO 63105

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Delaware

PAGE 1

The First State

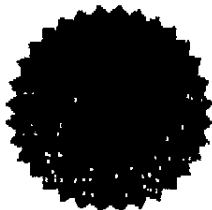
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEA WORLD, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2930513

DATE: 02-13-04