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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
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RE-SUBMIT

Please retain original filing date of submission 2/23

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: RAgarwal@sf6law.com

FOREIGN PROFIT/NONPROFIT CORPORATION

SeaWorld Parks & Entertainment, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	858
Estimated Charge	\$70.00

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 JAN 20 PM 4:51

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MRS 1/21

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SeaWorld Parks & Entertainment, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ravi Agarwal

Name of Person

Simpson Thacher & Barlett LLP

Firm/Company

425 Lexington Avenue

Address

New York, New York 10017

City/State and Zip code

ragarwal@stblaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ravi Agarwal

at (212) 455-2351

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|



December 24, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: SEAWORLD PARKS & ENTERTAINMENT, INC.
REF: W09000055722

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is M090000004659.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Berring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000263642
Letter Number: 609A00039183

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SeaWorld Parks & Entertainment LLC
9205 South Park Center Loop
Suite 400
Orlando, FL 32819

SeaWorld Parks & Entertainment, Inc.
c/o The Blackstone Group
345 Park Avenue
New York, New York 10154

January 8, 2009

Tammy Hampton
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Dear Sir/Madam:

Regarding the recent registration of SeaWorld Parks & Entertainment, Inc. and SeaWorld Parks & Entertainment LLC with the Florida Department of State's Division of Corporations, we write together today to inform you and acknowledge that SeaWorld Parks & Entertainment LLC and SeaWorld Parks & Entertainment, Inc. are aware of each other's existence under the laws of the State of Delaware and are affiliates of each other. SeaWorld Parks & Entertainment LLC, having been created previous to SeaWorld Parks & Entertainment, Inc., does not have any issue with the similarity in names.

If you have any questions, please do not hesitate to contact us. All inquiries or questions can be directed to:

Ravi Agarwal
Simpson Thacher & Bartlett LLP
425 Lexington Avenue, New York, New York 10017
(212) 455-2351
email: ragarwal@stblaw.com

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Very truly yours,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEAWORLD PARKS & ENTERTAINMENT LLC

By: Howard Demsky
Name: Howard Demsky
Authorized Person

Very truly yours,

SEAWORLD PARKS & ENTERTAINMENT,
INC.

By: Howard Demsky
Name: Howard Demsky
Authorized Person

**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. SeaWorld Parks & Entertainment, 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. 27-1220404
(State or country under the law of which it is incorporated) (FRI number, if applicable)
4. October 2, 2009 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9205 South Park Center Loop, #400, Orlando, FL 32819
(Principal office address)

SeaWorld Parks & Entertainment, Inc.
(Current mailing address)

8. To do any and all things and exercise any and all powers, rights and privileges that a corporation may do under FL law
(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 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: 

(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.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Peter Wallace, Bruce McEvoy, Joseph P. Baratta

Address: c/o The Blackstone Group L.P., 345 Park Avenue, New York, New York 10154

Director: James D. Atchison

Address: c/o SeaWorld Parks & Entertainment, Inc., 9205 South Park Center Loop, #400, Orlando, FL 32819

B. OFFICERS

President: James D. Atchison

Address: c/o SeaWorld Parks & Entertainment, Inc., 9205 South Park Center Loop, #400, Orlando, FL 32819

Vice President: _____

Address: _____

Secretary: Howard Demsky

Address: c/o SeaWorld Parks & Entertainment, Inc., 9205 South Park Center Loop, #400, Orlando, FL 32819

Treasurer: TG Ganesan

Address: c/o SeaWorld Parks & Entertainment, Inc., 9205 South Park Center Loop, #400, Orlando, FL 32819

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. Howard Demsky - secretary

(Typed or printed name and capacity of person signing application)

Delaware

The First State

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PAGE 1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

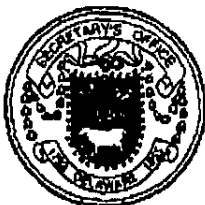
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEAWORLD PARKS & ENTERTAINMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2009.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4737885 8300

091131016

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7718698

DATE: 12-23-09