

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

FILED
Mar 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **377606** (9)
1. Corporation Name
SEA WORLD OF FLORIDA, INC.

Principal Place of Business C/O CORPORATE TAX DEPARTMENT ONE BUSCH PLACE ST. LOUIS MO 63118	Mailing Address C/O CORPORATE TAX DEPARTMENT ONE BUSCH PLACE ST. LOUIS MO 63118
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 7007 Sea World Drive Suite, Apt. #, etc. 22 City & State 23 Orlando, FL Zip 24 32821		2a. Mailing Address 25 Suite, Apt. #, etc. 27 City & State 28 Zip 29		3. Date Incorporated or Qualified 02/23/1971	
				4. FEI Number 95-2707532	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				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 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VAS CORRIGAN, THOMAS L. ONE BUSCH PLACE ST. LOUIS MO <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P ROBERTS, JOHN ONE BUSCH PLACE ST. LOUIS MO <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V DAVIS, WILLIAM ONE BUSCH PLACE ST. LOUIS MO <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TC WUNDERLICH, ALBERT R. ONE BUSCH PLACE ST. LOUIS MO <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AT HILL, RICHARD N ONE BUSCH PLACE ST. LOUIS MO <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S REEVES, LAURA H. ONE BUSCH PLACE ST. LOUIS MO <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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.

SIGNATURE

3/5/98

214 577-2350

CR2E034 (10/97)

SEA WORLD OF FLORIDA, INC.

(Business Address: 7007 Sea World Drive, Orlando, FL 32821)

(Mailing Address: One Busch Place, St. Louis, MO 63118)

OFFICERS

John B. Roberts	Chairman of the Board & President
Victor G. Abbey	Executive Vice President & General Manager
John J. Schaefer	Vice President & Assistant Secretary
Laura H. Reeves	Secretary
John D. Castagno	Tax Controller
William J. Kimmins	Treasurer
David C. Sauerhoff	Assistant Treasurer

DIRECTOR

John B. Roberts

Effective 12/1/97