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: LATHAM, SHUKER, EDEN & BEAUDINE, LLP

Account Number :

: 120000000025

Phone

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MERGER OR SHARE EXCHANGE UNIVERSAL CITY DEVELOPMENT PARTNERS, LTD.

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CERTIFICATE OF MERGER

OF

UNIVERSAL STUDIOS WATER PARKS FLORIDA, LLC (a Florida limited liability company)

WITH AND INTO

UNIVERSAL CITY DEVELOPMENT PARTNERS, LTD. (a Florida limited partnership)

Pursuant to Section 620.2108 Florida Statutes and Section 605.1025(6) Florida Statutes, Universal Studios Water Parks Florida, LLC, a Florida limited liability company ("USWPF"), and Universal City Development Partners, Ltd., a Florida limited partnership ("UCDP" or the "Surviving Entity") submit this Certificate of Merger (the "Certificate"):

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name

Jurisdiction

Form/Type of Entity

Universal Studios Water Parks

Florida

limited liability company

Florida, LLC

Partners, Ltd.

Universal City Development

Florida

limited partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

Form/Type of Entity

Universal City Development

Florida

limited partnership

Partners, Ltd.

THIRD: The date the merger is effective under the governing laws of the surviving party is: September 7, 2017.

FOURTH: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026, F.S.; by each other merging entity in accordance with the laws of its jurisdiction, in this case, s. 620.2107, F.S.; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s. 605,1023(1)(b), F.S.

FIFTH: Signature(s) for each Party:

From:

(((H170002403083)))

IN WITNESS WHEREOF, each pre-existing constituent organization has caused this Certificate of Merger to be duly executed by their respective authorized representatives as of September 7, 2017.

UNIVERSAL CITY DEVELOPMENT PARTNERS, LTD.

By: Universal City Florida Holding Co. II, as General Partner

By:

Juane: John Watson

Title: Partner Representative

UNIVERSAL STUDIOS WATER PARKS FLORIDA, LLC

By: Universal City Development Partners, Ltd., its sole member

By: Universal City Florida Holding Co. II, as General Partner

By:

Namy: John Watson

Title: Partner Representative