

"ACCURATE" FILING & SEARCH SERVICES, INC.



Donna Parker, Owner

3424-18 Old St. Augustine Road
Tallahassee, Florida 32311

Phone & Fax
(904) 671-1741

300002324023-4
-10/20/97--01076--006
****262.50 ****140.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Universal City Resort & Spa, Ltd
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

C. TAX _____
FILING 52.50
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 140.00
H. BANK _____
BALANCE DUE _____
Certified Copy _____

☒ Walk in ☒ Pick up time 2:00 ☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 PM 2:37

RECEIVED

97 OCT 16 AM 10:50
DIVISION OF CORPORATION

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-------------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input checked="" type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials BK

A97000002233

\$140.00

File 27

R 9700002953

10/16/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 18, 1997

LINDA F. MARTIN
ROWE FOLTZ & MARTIN, P.C.
FIVE PIEDMONT CENTER, SUITE 750
ATLANTA, GA 30305-1509

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The name UNIVERSAL CITY RESORT & SPA, LTD. has been reserved for 120 days beginning June 18, 1997. The reservation number is R97000002953 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 597A00032601

**CERTIFICATE OF LIMITED PARTNERSHIP OF
UNIVERSAL CITY RESORT & SPA, LTD.**

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The undersigned, desiring to evidence the formation of a limited partnership to be called **Universal City Resort & Spa, Ltd.**, pursuant to the laws of the State of Florida, and pursuant to the requirements of Chapter 620.108 of the Florida Statutes Annotated, does hereby certify and swear as follows:

1. Name of Limited Partnership. The name of the limited partnership is **Universal City Resort & Spa, Ltd.**, or such other name as shall from time to time be determined by the General Partners.

2. Registered Office and Agent. The address of the registered office of the Partnership shall be at 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial agent for service of process at such address is CT Corporation System.

3. Name and Address of General Partner. The name and business address of the Partnership's sole General Partner is as follows:

Universal City Resort & Spa, Inc.
c/o The Kessler Enterprise, Inc.
6649 Westwood Boulevard, Suite 130
Orlando, Florida 32821

897000089251

4. Mailing Address of Limited Partnership. The limited partnership's mailing address is:

Universal City Resort & Spa, Ltd.
c/o The Kessler Enterprise, Inc.
6649 Westwood Boulevard, Suite 130
Orlando, Florida 32821

STATE OF FLORIDA
COUNTY OF ORANGE

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AFFIDAVIT OF RICHARD C. KESSLER

PERSONALLY APPEARED before the undersigned officer duly authorized to administer oaths,
Richard C. Kessler, who, upon being sworn testified as follows:

1.

My name is Richard C. Kessler. I am over the age of 18 years and I am competent to give this affidavit. I give this affidavit based on personal knowledge of the facts contained herein.

2.

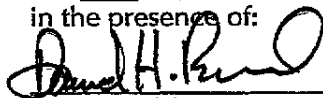
I am the President of Universal City Resort & Spa, Inc., a Florida corporation. Universal City Resort & Spa, Inc., is the general partner of Universal City Resort & Spa, Ltd., a Florida limited partnership (the "Partnership").

3.

I make this affidavit pursuant to Florida Statutes Annotated § 620.108. The amount of the capital contributions of the limited partners of the Partnership is \$7,500.00 (the "Initial Capital Contribution"). It is not anticipated that the limited partners will contribute any capital to the Partnership other than the Initial Capital Contribution.

FURTHER, Affiant saith not.

Signed, sealed and delivered
this 15 day of October, 1997,
in the presence of:



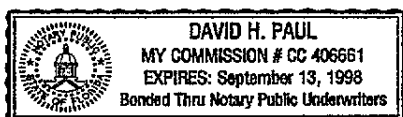
Notary Public

 (SEAL)

Richard C. Kessler

My Commission Expires:

(NOTARY SEAL)



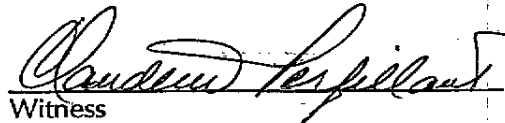
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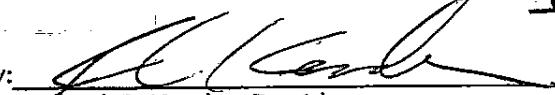
5. Latest Date Upon Which Limited Partnership to Dissolve. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

GENERAL PARTNER:


UNIVERSAL CITY RESORT & SPA, INC.,
a Florida corporation

Signed, sealed and delivered this
15 day of October, 1997.
in the presence of:


Witness

By: 
Richard C. Kessler, President

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Notary Public

[CORPORATE SEAL]

My commission expires:

12-16-2000

[NOTARIAL SEAL]



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Universal City Resort & Spa, Ltd.,
Florida limited partnership

2. The name and address of the registered agent and office is:

CT Corporation System
(Name)
1200 South Pine Island Road
(P.O. Box not acceptable)
Plantation, Florida 33324
(City/State/Zip)

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


(Signature)

October 15, 1997
(Date)

ALLAN FARNELL, ASSISTANT SECRETARY

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