



THE UNITED STATES
CORPORATION
COMPANY

F00000001091

ACCOUNT NO. : 072100000032

REFERENCE : 605468 5017885

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 78.75

ORDER DATE : February 29, 2000

ORDER TIME : 9:57 AM

ORDER NO. : 605468-005

100003151501--7

CUSTOMER NO: 5017885

CUSTOMER: Ms. Beverly H. Birtley
Mcguire Woods Battle & Boothe
Suite 3300
50 N. Laura Street
Jacksonville, FL 32202

FOREIGN FILINGS

NAME: WET 'N WILD INTERNATIONAL, INC

00 FEB 29 PM 3:42

RECEIVED
SECRETARY'S OFFICE
DIVISION OF CORP. CREDIT

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 FEB 29 AM 11:29
DIVISION OF CORP. CREDIT
TALLAHASSEE, FL 32309

3/1
2/29/00

**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. WET 'N WILD INTERNATIONAL, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada 3. 75-2424452
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 6, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2000 East Lamar Boulevard, Suite 750

Arlington, Texas 76006

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(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.

BRIAN COURTNEY, ASST. VP.
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Scott G. Mackin

Address: 2 Pennsylvania Plaza

New York, New York 10121

Senior Vice President: Randal H. Drew

Address: 2 Pennsylvania Plaza

New York, New York 10121

Secretary: Peter Allen

Address: 2 Pennsylvania Plaza

New York, New York 10121

Treasurer: William J. Metzger

Address: 2 Pennsylvania Plaza

New York, New York 10121

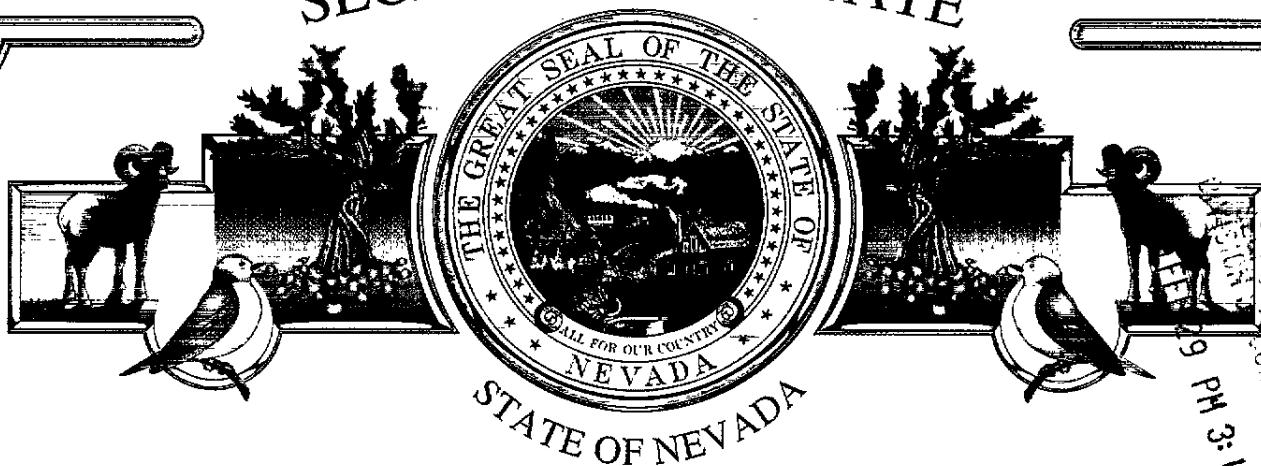
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Randal H. Drew, Senior Vice Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Randal H. Drew, Senior Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

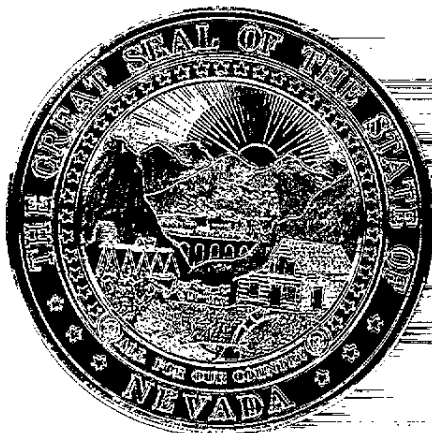


CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WET 'N WILD INTERNATIONAL, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 6, 1992, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on February 9, 2000.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk