

CT CORPORATION SYSTEM

F02000003923

CORPORATION(S) NAME

(1) USI Entertainment Inc.

~~(2) Universal Entertainment LLLP (Ltd.)~~

~~(3) Universal City Studios Inc.~~

~~(4) Universal Film Exchanges, Inc.~~

~~(5) Universal Television Enterprises, Inc.~~

~~(6) Universal Television Enterprises LLLP (Ltd.)~~

02 JUL 31 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Profit

☐ Nonprofit

☒ Foreign

☐ Limited Partnership

☐ LLC

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Reinstatement

☐ Annual Report

☐ Name Registration

☐ Fictitious Name

☐ Photocopies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of RA

☐ UCC

☐ CUS

☐ After 4:30

☒ Pick Up

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TALLAHASSEE, FLORIDA

Name

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W.P. Verifier _____

7/31/02

Order#: 5509392

F02-3923

CB

Ref#: _____

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-07/31/02--01056--011

Amount: \$ *****70.00 *****70.00

File 1st = OK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. USI Entertainment 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. Delaware

(State or country under the law of which it is incorporated)

3. 71-0878259

(FEI number, if applicable)

4. April 10, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 18, 2002

(Date first transacted business in Florida.) (SBE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Attn: Corporate Secretary, 100 Universal City Plaza, Universal City, CA 91608

(Current mailing address)

8. To be involved in partnerships for operation of entertainment production and theme park facilities.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

N. F. Hickey
(Registered agent's signature) ASSISTANT SECRETARY

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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Kenneth L. KahrsAddress: 100 Universal City, Universal City, CA 91608Director: Karen RandallAddress: 100 Universal City, Universal City, CA 91608

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Ronald MeyerAddress: 100 Universal City, Universal City, CA 91608Vice President: Karen RandallAddress: 100 Universal City, Universal City, CA 91608Secretary: Sharon S. GarciaAddress: 100 Universal City, Universal City, CA 91608Treasurer: Ronald F. ReedAddress: 100 Universal City, Universal City, CA 91608**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Sharon S. Garcia

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

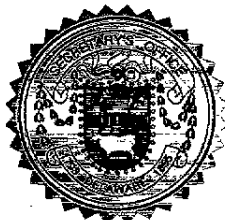
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USI 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-NINTH DAY OF JULY, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3511464 8300

AUTHENTICATION: 1907580

020481182

DATE: 07-29-02