

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L03000008276
FILED 8:00 AM
March 05, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:
POP CITY OF BUSCH GARDENS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
2325 ULMERTON ROAD
SUITE 20
CLEARWATER, FL. US 33762

The mailing address of the Limited Liability Company is:
2325 ULMERTON ROAD
SUITE 20
CLEARWATER, FL. US 33762

Article III

The name and Florida street address of the registered agent is:
GREGORY D MORRIS
2325 ULMERTON ROAD
SUITE 20
CLEARWATER, FL. 33762

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Registered Agent Signature: GREGORY D. MORRIS

Article IV

The name and address of managing members/managers are:

Title: MGRM
FRED B BULLARD JR.
2325 ULMERTON ROAD, SUITE 20
CLEARWATER, FL. 33762 US

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Article V

The effective date for this Limited Liability Company shall be:

03/03/2003

Signature of member or an authorized representative of a member

Signature: FRED B. BULLARD, JR.