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EXAMINER



CT Corporation

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

November 19, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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Re: Order #: 7706606 SO
Customer Reference 1: 014639-0079
Customer Reference 2: 014639-0079

Dear Department of State, Florida:

Please obtain the following:

Sea World of Florida, Inc. (FL)
Conversion
Florida

Sea World of Florida LLC (DE)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

CT Corp

Chris McNeair
Assistant Secretary

November 19, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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**CERTIFICATE OF CONVERSION FOR "OTHER BUSINESS ENTITY" INTO A
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion for "Other Business Entity" into a Florida Limited Liability Company, dated as of November 19, 2009, has been duly executed and is being filed by Sea World of Florida, Inc., a Florida corporation (the "Corporation"), and James D. Atchison, as an authorized representative of Sea World of Florida LLC, a Florida limited liability company, to convert the Corporation into a Florida limited liability company pursuant to Section 608.439 of the Florida Limited Liability Company Act, FLA. STAT. § 608.401 et. seq. (the "LLC Act"), and Section 607.1112 of the Florida Business Corporation Act, FLA. STAT. § 607.0101 et. seq. (the "FBCA").

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is "Sea World of Florida, Inc." 377606
2. The date of filing of the Corporation's original certificate of incorporation with the Secretary of State of the State of Florida was February 23, 1971.
3. The name of the Florida limited liability company into which the Corporation shall be converted, as set forth in its articles of organization, is "Sea World of Florida LLC".
4. Each of the 5,000 outstanding common shares of the Corporation shall be converted on a one-for-one basis to Membership interests, as that term is defined in the LLC Act, of Sea World of Florida LLC.
5. The conversion of the Corporation from a corporation to a Florida limited liability company has been approved as required by Section 608.408 of the LLC Act and Section 607.1103 of the FBCA.
6. The conversion of the Corporation to a Florida limited liability company is effective as of November 19, 2009 and the effectiveness of the Articles of Organization of Sea World of Florida LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first stated above.

SEA WORLD OF FLORIDA,
INC.

By: 

Name: James D. Atchison
Title: President

SEA WORLD OF FLORIDA
LLC

By: 

Name: James D. Atchison
Title: Authorized Representative

STATE of FLORIDA
ARTICLES OF ORGANIZATION
OF
Sea World of Florida LLC

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this limited liability company is Sea World of Florida LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Company shall be 9205 South Park Center Loop, Suite 400, Orlando, Florida 32819, and the mailing address shall be the same.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1200 South Pine Island Road, Plantation, FL 33324, and the name of the initial registered agent of the Company at that address is CT Corporation System.

ARTICLE IV - DELAYED EFFECTIVE DATE

The effective date of the Company's existence is November 19, 2009.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated above, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and represents that he is familiar with, and accepts the obligations of, his position as registered agent as provided for in Chapter 608, Florida Statutes.

Name: _____

Connie Bryan

Connie Bryan

ARTICLE IV - MEMBER

The name and address of the Managing Member is Sea World, Inc., 9205 South Park Center Loop, Suite 400, Orlando, Florida 32819.

Assistant Secretary

Signature of a member or an authorized
representative of the member

By: James D. Atchison
Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation that the facts stated herein are true.)