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March 29, 2001

VIA FIRST CLASS MAIL

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/06/01--01088--011
***135.00 ***135.00

Re: Application by South Florida Theme Park L.L.C. (the "Company") for
Authorization to Transact Business in Florida

To Whom it May Concern:

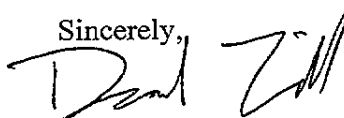
Enclosed please find the following documents sent in connection with the application for qualification of the Company in the State of Florida:

- Original and a copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application");
- Original and a copy of Certificate of Designation of Registered Agent/Registered Office (the "Certificate");
- Certificate of Good Standing and Legal Existence from the Office of the Secretary of State of the State of Delaware; and,
- Check in the amount of \$135.00 payable to Florida Department of State for the filing of the Application (\$100.00), the filing of the Certificate (\$25.00), and two Certificates of Status (\$5.00 each).

Please date stamp the enclosed copies of the Application and the Certificate as evidence of filing and return them to me along with a letter of acknowledgement and two Certificates of Status in the enclosed self-addressed stamped envelope.

Please contact me at (617) 556-3879 if you have any questions regarding this matter.

Sincerely,



David Ziff
Paralegal

Enclosures

FILED
APR 10 2001
TALLAHASSEE, FL
SECRETARY OF STATE

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. South Florida Theme Park L.L.C.
(Name of foreign limited liability company)
2. The State of Delaware 3. 06-1612371
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 15, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. As soon as qualified
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 316 Sidney Lane
Fort Lauderdale, FL 33312
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

Ernesto A. Cristiani, 316 Sidney Lane, Fort Lauderdale, FL 33312

Jeffrey J. Graham Sr., 3830 N.E. 28th Avenue, Lighthouse Point, FL 33064

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Operation and development of a
theme park.

Ernesto A. Cristiani
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ernesto A. Cristiani, President

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

South Florida Theme Park L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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 as provided for in Chapter 608, F.S.

C T Corporation System

Patricia A. Canario
(Signature)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH FLORIDA THEME PARK L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 2001.

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

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01 APR -5 PM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1031807

DATE: 03-20-01