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FILED
Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90007 023 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P39769

1. Corporation Name
UNIVERSAL CITY PROPERTY MANAGEMENT COMPANY II



Principal Place of Business Mailing Address
 100 UNIVERSAL CITY PLAZA P.O. BOX 5023
 UNIVERSAL CITY CA 91608 NEW YORK NY 10150
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 07/24/1992
4. FEI Number 95-4380300
Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip Country 24 25	Zip Country 29 30

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____
 Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS	
TITLE	P <input type="checkbox"/> DELETE
NAME	WILLIAMS, THOMAS L
STREET ADDRESS	100 UNIVERSAL CITY PLAZA
CITY-ST-ZIP	UNIVERSAL CITY CA 91608
TITLE	S <input type="checkbox"/> DELETE
NAME	GARCIA, SHARON
STREET ADDRESS	100 UNIVERSAL CITY PLAZA
CITY-ST-ZIP	UNIVERSAL CITY CA
TITLE	SVD <input type="checkbox"/> DELETE
NAME	RANDALL, KAREN
STREET ADDRESS	100 UNIVERSAL CITY PLAZA
CITY-ST-ZIP	UNIVERSAL CITY CA
TITLE	EV <input checked="" type="checkbox"/> DELETE
NAME	WEITZMAN, HOWARD L.
STREET ADDRESS	100 UNIVERSAL CITY PLAZA
CITY-ST-ZIP	UNIVERSAL CITY CA
TITLE	V <input type="checkbox"/> DELETE
NAME	BUSCEMI, PAUL
STREET ADDRESS	800 THIRD AVE
CITY-ST-ZIP	NEW YORK NY
TITLE	T <input type="checkbox"/> DELETE
NAME	CHERNEY, PAMELA F
STREET ADDRESS	100 UNIVERSAL CITY PLAZA
CITY-ST-ZIP	UNIVERSAL CITY CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	<i>Marc Palotay</i>
4.3 STREET ADDRESS	<i>100 Universal City Plaza</i>
4.4 CITY-ST-ZIP	<i>Universal City, CA</i>
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Paul Buscemi* Paul Buscemi Vice President 4/20/99 242-572-7000
 SIGNATURE AND TYPED OR PRINTED NAME OF SH Date Daytime Phone #

CR2E034 (11/98)