



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 989649 7112920

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigut*

ORDER DATE : October 8, 1998

ORDER TIME : 1:23 PM

100002659831--7

ORDER NO. : 989649-005

CUSTOMER NO: 7112920

CUSTOMER: Stephne L. Watts, Legal Asst  
WOODWARD PIRES & LOMBARDO, P A  
WOODWARD PIRES & LOMBARDO, P A  
Suite 710  
801 Laurel Oak Drive  
Naples, FL 34108

DOMESTIC FILING

NAME: STUDIO CITY TRUST USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -8 AM 10:12

10/9/98  
RECEIVED  
98 OCT -8 PM 3:  
DIVISION OF CORPORATIONS



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -8 AM 10:12

ARTICLES OF INCORPORATION  
OF  
STUDIO CITY TRUST USA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:-

STUDIO CITY TRUST USA, INC.

The address of the principal office of this corporation shall be 2555 Temple Trail, Winter Park, Florida 32789, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.



ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office, of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 8, 1998.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Incorporator, Laura R. Dunlap



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DIVISION OF CORPORATIONS

98 OCT -8 AM 10:12

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

jsv