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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JUN -2 AM 10:19

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FLORIDA PROFIT CORPORATION OR P.A.

SEAWORLD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

H990 00013 174**ARTICLES OF INCORPORATION
OF****SEAWOOD, INC.****FILED**
99 JUN -2 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: SEAWOOD, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this corporation in the State of Florida is: 4044 N.E. 5th Terrace, Oakland Park, Florida 33334.

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Kevin C. Lunsford, Esq.
1975 E. Sunrise Blvd, 5th Floor
Ft Lauderdale, FL 33304
FIA Bar No. 776051

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The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is A. Curt Haywood whose address is 4044 N.E. 5th Terrace, Oakland Park, Florida 33334, which is also known as the registered office.

ARTICLE VII. DIRECTORS

The corporation shall have one director(s), initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial director(s) is/are:

A. Curt Haywood
4044 N.E. 5th Terrace
Oakland Park, FL 33334

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same, kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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H99000013174**ARTICLE X. RESTRICTIONS ON TRANSFER OF SHARES**

The corporation shall have right of first refusal as to any proposed transfer of shares.

ARTICLE XI. INCORPORATOR

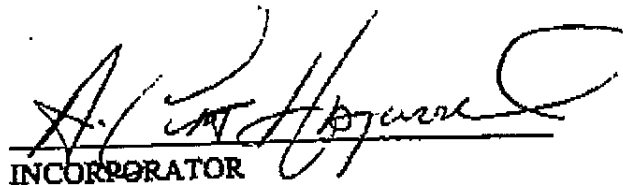
The name and address of the person signing these Articles is:

A. Curt Haywood
4044 N.E. 5th Terrace
Oakland Park, FL 33334

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 25 day of May 1999.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared A. Curt Haywood

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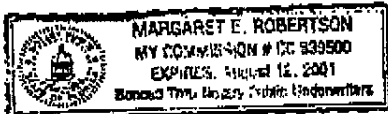
known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 25 day of May 1999.

My Commission Expires:

Margaret E. Robertson
Notary Public, State of
Florida at Large

I, A. Curt Haywood, by execution hereof accept the designation as Registered Agent of this corporation.



A. Curt Haywood
A. CURT HAYWOOD

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ALLAHASSEE FLORIDA

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