



**Certificate of Conversion of  
Universal City Studios, Inc. to  
Universal City Studios LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May  
1, 2002, has been duly executed and is being filed by Universal City Studios, Inc., a Delaware  
corporation (the "Converting Corporation"), to convert the Converting Corporation to Universal  
City Studios LLC (the "Resulting LLC") under the applicable provisions of the Delaware  
Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of  
the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on September 29,  
1965, by means of the filing of a certificate of incorporation with the Secretary of State of the  
State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was  
first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation  
immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is  
the State of Delaware.
2. The name of the Converting Corporation immediately prior to the filing of  
this Certificate of Conversion to Limited Liability Company is Universal City Studios, Inc.
3. The name of the limited liability company into which the Converting  
Corporation shall be converted, as set forth in the limited liability company's certificate of  
formation, which is being filed concurrently with this Certificate of Conversion, is Universal  
City Studios LLC.
4. The conversion of the Converting Corporation to the Resulting LLC has  
been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.
5. The conversion of the Converting Corporation to the Resulting LLC shall  
be effective upon the filing of this Certificate of Conversion to Limited Liability Company and  
of a certificate of formation of the Resulting LLC with the Secretary of State of the State of  
Delaware.

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:30 AM 05/01/2002  
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REEL: 002624 FRAME: 0766

*Signature Page to Certificate of Conversion to Limited Liability Company*

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 1st day of May, 2002.

UNIVERSAL CITY STUDIOS, INC. (the  
"Converting Corporation"), a Delaware corporation

By:   
Name: Sharon Garcia  
Title: Corporate Secretary

[818234.1]