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FILED
Apr 26, 1999 8:00 am
Secretary of State

04-26-1999 90052 040 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 856185 OK

1. Corporation Name

DISNEY CHANNEL COMPANY

Principal Place of Business

Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/20/83

21 2. Principal Place of Business
 3800 WEST ALAMEDA AVENUE
 Suite, Apt. #, etc.

26 2a. Mailing Address
 500 SOUTH BUENA VISTA STREET
 Suite, Apt. #, etc.

4. FEI Number 95-2592972
 Applied For Not Applicable

22 City & State
 23 BURBANK, CA

27 City & State
 28 BURBANK, CA

5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

24 Zip 91505 25 Country USA

29 Zip 91521-0586 30 Country USA

8. This corporation owes the current year intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
 IOPPOLO, FRANK S.
 1375 BUENA VISTA DRIVE
 4TH FLOOR NORTH
 LAKE BUENA VISTA, FL 32830

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 _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SWEENEY, ANNE M.	
STREET ADDRESS	3800 WEST ALAMEDA AVENUE	
CITY-ST-ZIP	BURBANK, CA 91505	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	REED, MARSHA L.	
STREET ADDRESS	500 SOUTH BUENA VISTA STREET	
CITY-ST-ZIP	BURBANK, CA 91521	
TITLE	SVT	<input type="checkbox"/> DELETE
NAME	LOPKER, PATRICK T.	
STREET ADDRESS	3800 WEST ALAMEDA AVENUE	
CITY-ST-ZIP	BURBANK, CA 91505	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LITVACK, SANFORD M.	
STREET ADDRESS	500 SOUTH BUENA VISTA STREET	
CITY-ST-ZIP	BURBANK, CA 91521	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	BUETTNER, ANNE L.	
STREET ADDRESS	500 SOUTH BUENA VISTA STREET	
CITY-ST-ZIP	BURBANK, CA 91521	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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(2)(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 507, 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: MARSHA L. REED *Marsha L. Reed* 4-15-99 (818) 560-1000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)