



The **WALT DISNEY** Company

911222

Office of Counsel

June 27, 1997

Ms. Nanette Causseaux
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name Availability	911222
Document Examiner	NJC
Updater	NJC
Updater Verifier	NJC
Acknowledgement	NJC
W. P. Verifier	NJC

Re: **Recordal of Assignment against PIXIE DUST, Reg. No. T08006 and Recordal of Name Change against all Trademarks currently held in the name of The Walt Disney Company**

Dear Nanette:

35.00

400002239714--1
-07/16/97-01079-005
***490.00 ***35.00

Reference is made to our telephone conversation of June 18, 1997. As discussed, enclosed please find the following documents:

1. An executed, notarized Assignment of Mark Registration for PIXIE DUST, Reg. No. T08006 from Donald Howard Steyens to The Walt Disney Company,
2. A list of all trademarks currently held in the name of The Walt Disney Company, and
3. A copy of the Restated Certificate of Incorporation of Disney Enterprises, Inc., showing our name change from The Walt Disney Company to Disney Enterprises, Inc.

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OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE

Also enclosed are two checks: one in the amount of \$50.00 to cover the fee for the Assignment, and one in the amount of \$490.00 to cover the fee for the recordal of our name change.

Please record the Assignment of Reg. No. T08006 and then record our name change from The Walt Disney Company to DISNEY ENTERPRISES, INC. against all 14 trademarks on the enclosed list (Reg. No. T08006 included).

Tracey Germond



The **WALT DISNEY** Company

Office of Counsel

July 11, 1997

Ms. Nanette Causseaux
FLORIDA DEPARTMENT OF STATE
Division of Corporations,
Post Office Box 6327
Tallahassee, Florida 32314

Re: Recordal of Assignment against PIXIE DUST, Reg. No. T08006 and
Recordal of Name Change against all Trademarks currently held
in the name of The Walt Disney Company

Dear Nanette:

As discussed, please be advised that Disney Enterprises, Inc. (formerly The Walt Disney Company) is not conducting business in the State of Florida, pursuant to Florida Statute 607.1501 (2)(i).

I trust that this will fulfill the requirements for recording our name change against our trademarks in the State of Florida. Please call me if you should have any further questions regarding this matter.

Best regards,



Mei-lan Stark
(818) 238-1051

:tlg

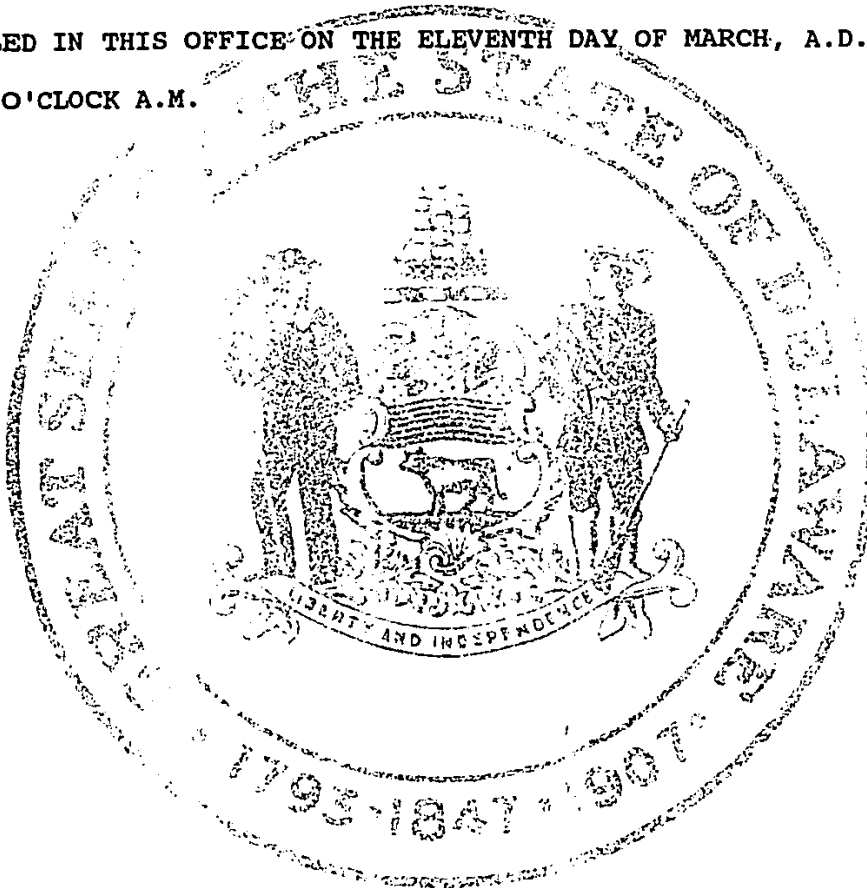
VIA EXPRESS MAIL

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>CLASS(ES)</u>
CHARACTER WAREHOUSE	T14049	1-29-1991	42
DISNEY	924613	5-29-1981	28
DISNEY'S HANDWICH	T07701	7-24-1987	46 (old)
DONALD DUCK	924614	5-29-1981	16, 24, 25, 28, 29
GENIE Design	T94000001013	8-4-1994	14
GOOFY	924615	5-29-1981	16, 25, 28
MAGIC KINGDOM	924793	7-14-1981	41
MICKEY MOUSE	924616	5-29-1981	14, 16, 24, 25, 28
PIXIE DUST	T08006	9-28-1987	50 (old)
PLEASURE ISLAND	T15028	9-17-1991	41
PLUTO	924612	5-29-1981	16, 28
TYPHOON LAGOON	T11319	6-26-1989	41
WALT DISNEY WORLD & Design	910501	5-9-1969	38 (old)
WALT DISNEY WORLD & Design	911222	3-23-1970	107 (old)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DISNEY ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 1996, AT 10 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

2108647 8100

960083341

AUTHENTICATION:

7877958

DATE:

03-22-96

3-11-96

RESTATED
CERTIFICATE OF INCORPORATION
OF
DISNEY ENTERPRISES, INC.

The undersigned, David K. Thompson, certifies that he is the Senior Vice President-Assistant General Counsel of Disney Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), and hereby further certifies as follows:

1. The name of the corporation is Disney Enterprises, Inc. and the name under which the corporation was originally incorporated is The Walt Disney Company.
2. The original Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on November 24, 1986.
3. This Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 228 and 245 of the General Corporation Law of the State of Delaware.
4. This following Restated Certificate of Incorporation of the corporation merely restates, integrates and does not further amend as follows:

FIRST: The name of the Corporation is Disney Enterprises, Inc.

SECOND: The address of the registered office of this Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19809. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The name of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of common stock which the Corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Center (\$0.01).

FIFTH: A. The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this Section of Article FIFTH shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

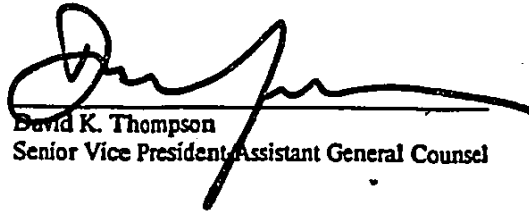
B. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not

in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the direct derived any improper personal benefit.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, alter, amend or rescind the Bylaws of the Corporation.

IN WITNESS WHEREOF, Disney Enterprises, Inc., has caused its corporate seal to be hereunto affixed and this Restated Certificate of Incorporation to be signed by David K. Thompson, its Senior Vice President-Assistant General Counsel, this 7th day of March, 1996.

DISNEY ENTERPRISES, INC.



David K. Thompson
Senior Vice President, Assistant General Counsel

FILED
97 JUL 14 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA