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660 East Jefferson Street
Tallahassee, FL 32301
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Corporation(s) Name

Disney Publishing Worldwide, Inc

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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JAN 21

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Melanie Strickland

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hjc
1/21/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 JAN 21 PM 2:57

1. Disney Publishing Worldwide, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California (State or country under the law of which it is incorporated) 3. 95-4359767 (FEI number, if applicable)

4. January 31, 1992 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist "perpetual")

6. Upon filing (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 500 South Buena Vista Street Burbank, CA 91521-0586 (Current mailing address)

8. Publishing (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Frank S. Ioppolo

Office Address: 1375 Buena Vista Drive, 4th Floor North

Lake Buena Vista, Florida, 32830 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature) Margaret Fitzpatrick, Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: Barton K. Boyd

Address: 500 South Buena Vista Street

Burbank, CA 91521

Director: Sanford M. Litvack

Address: 500 South Buena Vista Street

Burbank, CA 91521

Director: Peter F. Nolan

Address: 500 South Buena Vista Street

Burbank, CA 91521

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Barton K. Boyd

Address: 500 South Buena Vista Street

Burbank, CA 91521

Vice President: _____

Address: _____

Secretary: Marsha L. Reed

Address: 500 South Buena Vista Street


Burbank, CA 91521

Treasurer: Thomas C. Conforti

Address: 500 South Buena Vista Street

Burbank, CA 91521

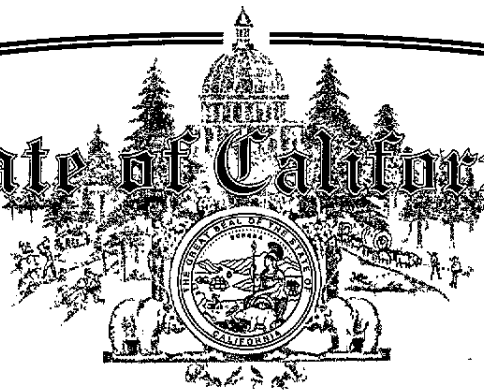
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marsha L. Reed, Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 21 PM 2:57

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **31ST** day of **JANUARY**, 1992, **DISNEY PUBLISHING WORLDWIDE** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

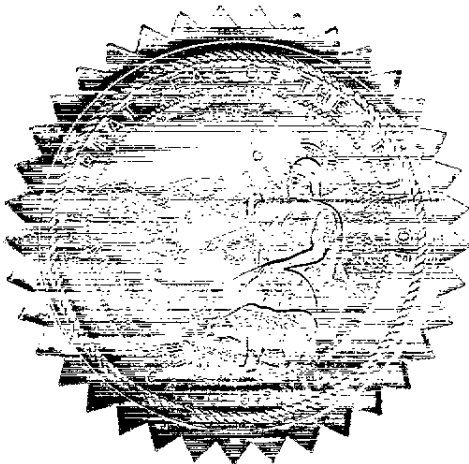
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 19, 2000.



Bill Jones

BILL JONES
Secretary of State