

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**May 08 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000003341 (1)
1. Corporation Name
WALT DISNEY TELEVISION INTERNATIONAL (LATIN AMER ICA), INC.



Principal Place of Business 350 SO BUENA VISTA ST BURBANK CA 91521	Mailing Address 350 SO BUENA VISTA ST BURBANK CA 91521
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/26/1997	
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number 95-2129307	Applied For Not Applicable
23. Zip	25. Country	28. Zip	30. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24. Zip	25. Country	29. Zip	30. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SO PINE ISLAND RD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
81. Name				85. Zip Code	
82. Street Address (P.O. Box Number is Not Acceptable)				FL	
83.				84. City	

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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZORADI, MARK D	1.2 NAME	Zoradi, Mark D.
STREET ADDRESS	350 SO BUENA VISTA ST	1.3 STREET ADDRESS	350 S. Buena Vista St.
CITY-ST-ZIP	BURBANK CA 91521	1.4 CITY-ST-ZIP	Burbank, CA 91521
TITLE	PD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	VILLIERS, ETIENNE D	2.2 NAME	Buettner, Anne L.
STREET ADDRESS	BEAMONT HOUSE, KENSINGTON VILLAGE	2.3 STREET ADDRESS	500 S. Buena Vista St.
CITY-ST-ZIP	LONDON W14 8TS ENGLAND	2.4 CITY-ST-ZIP	Burbank, CA 91521
TITLE	VD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DAVIE, SALLY	3.2 NAME	Reed, Marsha L.
STREET ADDRESS	3 QUENN CAROLINE ST HAMMERSMITH	3.3 STREET ADDRESS	500 S. Buena Vista St.
CITY-ST-ZIP	LONDON W6 9PE ENGLAND	3.4 CITY-ST-ZIP	Burbank, CA 91521
TITLE	VD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HALL, SELBY	4.2 NAME	Litvack, Sanford M.
STREET ADDRESS	3 QUEEN CAROLINE ST HAMMERSMITH	4.3 STREET ADDRESS	500 S. Buena Vista St.
CITY-ST-ZIP	LONDON W6 9PE ENGLAND	4.4 CITY-ST-ZIP	Burbank, CA 91521
TITLE	VD <input checked="" type="checkbox"/> DELETE	5.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HAUSFATER, JERE R	5.2 NAME	Moore, Robert S.
STREET ADDRESS	500 SO BUENA VISTA ST	5.3 STREET ADDRESS	500 S. Buena Vista St.
CITY-ST-ZIP	BURBANK CA 91521	5.4 CITY-ST-ZIP	Burbank, CA 91521
TITLE	VD <input checked="" type="checkbox"/> DELETE	6.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KAPLAN, LAWRENCE J	6.2 NAME	Roth, Joe
STREET ADDRESS	350 SO BUENA VISTA ST	6.3 STREET ADDRESS	500 S. Buena Vista St.
CITY-ST-ZIP	BURBANK CA 91521	6.4 CITY-ST-ZIP	Burbank, CA 91521

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

SIGNATURE _____ (198) 550 1000