

**K84262**

**ARTICLES OF MERGER  
Merger Sheet**

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MERGING:

**CANASA TRADING CORPORATION, a California corporation, P33855**

**INTO**

**DISNEY WORLDWIDE SERVICES, INC., a Florida corporation, K84262**

File date: September 26, 1997

Corporate Specialist: Joy Moon-French

K84262

Document Number Only

CP CORPORATION SYSTEM  
660 EAST JEFFERSON STREET  
Requestor's Name  
TALLAHASSEE, FL 32301  
Address  
222-1092  
City State Zip Phone  
CORPORATION(S) NAME

800002304948--1  
-09/26/97--01085--003  
\*\*\*\*\*157.50 \*\*\*\*\*157.50

800002304948--1  
-09/26/97--01085--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

800002304948--1  
-09/26/97--01085--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CANASA Trading Corporation  
major, int'l:  
Disney Worldwide Services, Inc.

97 SEP 26 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- ( ) Profit ( ) Amendment  Merger  
( ) NonProfit  
( ) Limited Liability Co.  
( ) Foreign ( ) Dissolution/Withdrawal ( ) Mark  
( ) Limited Partnership ( ) Annual Report ( ) Other  
( ) Reinstatement ( ) Reservation ( ) Change of R.A.  
( ) Fictitious Name Filing  
(2)  Certified Copy ( ) Photo Copies ( ) CUS  
( ) Call When Ready ( ) Call if Problem ( ) After 4:30  
 Walk In ( ) Will Wait  Pick Up  
( ) Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SEP 26 1997

9/26 [Signature] merger  
cc - [Signature]

97 SEP 25 PM 11:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**CANASA TRADING CORPORATION, a California corporation**  
**INTO**  
**DISNEY WORLDWIDE SERVICES, INC., a Florida corporation**

**FILED**  
97 SEP 26 PM 3: 18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

**FIRST:** The names of the corporations proposing to merge and states of incorporation under the laws of which such corporations are organized are as follows:

Canasa Trading Corporation, a California corporation  
Disney Worldwide Services, Inc., a Florida corporation

**SECOND:** The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

**THIRD:** The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

**FOURTH:** The Plan of Merger is as follows:

a. Canasa Trading Corporation, a California corporation (the "Merging Corporation") shall be merged with and into Disney Worldwide Services, Inc., a Florida corporation (the "Surviving Corporation"). The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida. The name of the Surviving Corporation shall continue to be "Disney Worldwide Services, Inc."

b. The Certificate of Incorporation of the Surviving Corporation shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

c. Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of the merger, shall remain issued and outstanding.

d. Each share of common stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the merger, and all rights in respect thereto shall be canceled and no share of the Surviving Corporation shall be issued in exchange therefor.

e. Upon the merger becoming effective, all the property, rights, privileges, franchisees, patents, trademarks, licensees, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively.

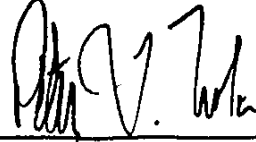
f. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

**FIFTH:** The effective date of the Articles of Merger shall be the 26th day of September, 1997.

**SIXTH:** The plan of merger was adopted by written consent of the stockholders and Board of Directors of Canasa Trading Corporation and Disney Worldwide Services, Inc., respectively, on September 15, 1997.

IN WITNESS WHEREOF, Canasa Trading Corporation and Disney Worldwide Services, Inc. have executed this Certificate of Merger on this 22nd day of September, 1997.

CANASA TRADING CORPORATION



By: Peter F. Nolan  
Its: Vice President

ATTESTED BY:



By: Marsha L. Reed  
Its: Secretary

DISNEY WORLDWIDE SERVICES, INC.



By: David K. Thompson  
Its: Vice President-Counsel

ATTESTED BY:



By: Marsha L. Reed  
Its: Secretary