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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Attn: Jeff Netherton

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-10/25/99-01100-002
***155.00 ***155.00

CORPORATION(S) NAME

Walt Disney Attractions, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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10/25/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
Name**

The name of the Limited Liability Company is:

Walt Disney Attractions, LLC

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

1375 Buena Vista Drive, 4th Floor North
Lake Buena Vista, Florida 32830

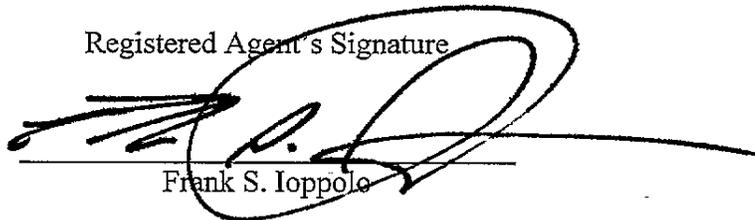
**ARTICLE III
Registered Agent, Registered Office & Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

Frank S. Ioppolo
1375 Buena Vista Drive, 4th Floor North
Lake Buena Vista, Florida 32830

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent's Signature


Frank S. Ioppolo

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Article IV – Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the sole member, has executed these Articles of Organization this 22nd day of October, 1999.

WALT DISNEY ATTRACTIONS TRUST

By: W. D. Attractions, Inc., its Trustee

By:


Printed Name: Jeffrey H. Smith

Title: Senior Vice President

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.