

L990000007022

Document Number Only

CT Corporation System
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Tallahassee, FL 32301
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JFN 10/31

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CORPORATION(S) NAME

L99-7022

Walt Disney Attractions, LLC (FL)
merging: Walt Disney Attractions, Incorporated (CA)

99 OCT 28 PM 2: 01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input 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 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 checked="" type="checkbox"/> (2) | | |
| <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 |
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

WALT DISNEY ATTRACTIONS, INCORPORATED, P25577, A California
Corporation

INTO

WALT DISNEY ATTRACTIONS, LLC, a Florida entity, L99000007022

File date: October 28, 1999, effective October 31, 1999

Corporate Specialist: Michelle Hodges

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 28 PM 3:31

ARTICLES OF MERGER

OF

WALT DISNEY ATTRACTIONS, a California corporation

WITH AND INTO

WALT DISNEY ATTRACTIONS, LLC, a Florida limited liability company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 28 PM 12: 01

The undersigned, pursuant to Section 1113 of the California General Corporation Law and Section 608.4382 of the Florida Limited Liability Company Act, hereby execute the following Articles of Merger:

FIRST: Walt Disney Attractions is a corporation duly organized and existing under the laws of the state of California (the "Merging Party"), whose principal place of business is located at 500 South Buena Vista Street, Burbank, California 91521. The Merging Party is qualified to do business in the state of Florida under the name "Walt Disney Attractions, Incorporated". The Merging Party's Florida Document number is P25577.

SECOND: WALT DISNEY ATTRACTIONS, LLC is a limited liability company duly organized and existing under the laws of the state of Florida (the "Surviving Party"), whose principal place of business is located at 1375 Buena Vista Drive, Fourth Floor North, Lake Buena Vista, Florida 32830. The Surviving Party's Florida Document number is L99000007022.

THIRD: The Plan of Merger attached hereto as Annex 1 meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by the Surviving Party and the Merging Party in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The Plan of Merger attached hereto as Annex 1 was approved by the Board of Directors and the sole shareholder holding 100% of the issued and outstanding capital stock of the Merging Party in accordance with the laws of the state of California.

FIFTH: The Surviving Party has obtained the written consent of its sole member and all of its managers pursuant to Section 608.4381, Florida Statutes.

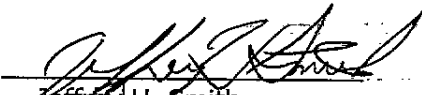
SIXTH: The merger is permitted under the laws of the state of Florida and the laws of the state of California and is not prohibited by the articles of organization or regulations of the Surviving Party.

SEVENTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: The merger shall become effective as of 11:59 p.m. E.S.T. on October 31, 1999.

Signed this 27th day of October, 1999.

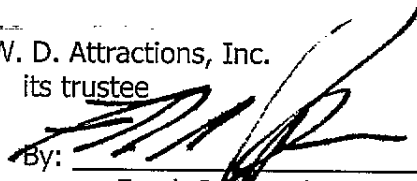
WALT DISNEY ATTRACTIONS
A California corporation

By: 
Jeffrey H. Smith
Its: Senior Vice President

WALT DISNEY ATTRACTIONS, LLC

By: Walt Disney Attractions Trust
its sole member

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

By: 
Frank S. Loppolo
Its: Executive Vice President -
Business Affairs and
General Counsel

ANNEX 1

PLAN OF MERGER

BY AND BETWEEN

WALT DISNEY ATTRACTIONS, a California corporation

AND

WALT DISNEY ATTRACTIONS, LLC, a Florida limited liability company

This Plan of Merger was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 608.438 of the Florida Limited Liability Company Act and is submitted pursuant to Sections 1113(b) and 1113(f) of the California General Corporation Law.

WHEREAS, WALT DISNEY ATTRACTIONS, LLC (the "Surviving Party") is a limited liability company duly organized and existing under the laws of the state of Florida;

WHEREAS, Walt Disney Attractions (the "Merging Party") is a corporation duly organized and existing under the laws of the state of California;

WHEREAS, the Board of Directors of the Merging Party and the Managers of the Surviving Party have determined that it is advisable and to the mutual advantage of said parties for the Merging Party to merge with and into the Surviving Party under the terms and conditions herein provided; and

WHEREAS, the immediately preceding contribution of all of the stock of the Merging Party by Disney Enterprises, Inc. and this merger are being consummated in order to recognize certain financial and administrative efficiencies and both actions are intended to be treated as a single tax-free transaction governed by Internal Revenue Code Section 368(a).

NOW, THEREFORE, in consideration of the mutual covenants, warranties, agreements and provisions set forth herein, the parties agree as follows:

FIRST: The Merging Party is a corporation duly organized and existing under the laws of the state of California; and

SECOND: The Surviving Party is a limited liability company duly organized and existing under the laws of the state of Florida; and

THIRD: The terms and conditions of the merger are as follows:

(a) The Merging Party shall be merged with and into the Surviving Party (the "Merger"). The Surviving Party shall continue its existence under the laws of the state of Florida.

(b) Each share of the common stock of the Merging Party, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled.

(c) The Articles of Organization of the Surviving Party in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Organization of the Surviving Party.

(d) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets, rights and interests of every kind and description of the Merging Party shall be transferred to, vested in and devolve upon the Surviving Company without further act or deed.

(e) The Merging Party shall from time to time, as and when requested by the Surviving Party or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and take or cause to be taken such further or other action as the Surviving Party may deem necessary or desirable in order to vest in and confirm to the Surviving Party title to and possession of all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind of the Merging Party 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 Party and the proper managers of the Surviving Party are fully authorized in the name of the Merging Party or otherwise to take any and all such action.

(f) The effect of the Merger is as prescribed by law.

(g) The Merger shall become effective at 11:59 p.m. E.S.T. on October 31, 1999.

FOURTH: The names, titles and addresses of the manager of the Surviving Party is:

Name	Title	Address
Frank S. Ioppolo	Executive Vice President – Business Affairs and General Counsel	1375 Buena Vista Drive, 4 th Floor North Lake Buena Vista, FL 32830