

M 08000001533

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

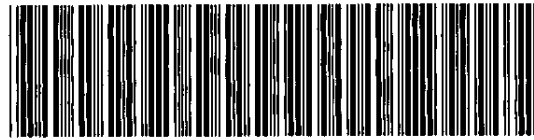
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
08 MAY 30 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 MAY 30 PM 2:16
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAY 30 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 584382 4813078

AUTHORIZATION :

COST LIMIT : \$ 25.00

[Handwritten signature]

FILED
08 MAY 30 PM 2:16
TALLAHASSEE, FLORIDA

ORDER DATE : May 23, 2008

ORDER TIME : 8:31 AM

ORDER NO. : 584382-165

CUSTOMER NO: 4813078

FOREIGN FILINGS

NAME: T2 ACQUISITION, LLC

- CORPORATE
- LIMITED PARTNERSHIP
- LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: T2 Acquisition, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 03/31/2008

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 05/13/2008

5. New name of the limited liability company: Disney Store USA, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")


(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Marsha L. Reed, Authorized Representative

Typed or printed name of signee

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA
FLORIDA DEPARTMENT OF STATE

Delaware

PAGE 1

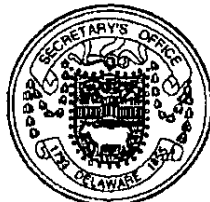
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "T2 ACQUISITION, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DISNEY STORE USA, LLC", THE THIRTEENTH DAY OF MAY, A.D. 2008, AT 3:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "T2 ACQUISITION, LLC" WAS FORMED ON THE SIXTH DAY OF MARCH, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



4515367 8320

080599963

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6614329

DATE: 05-27-08