

PO9000666118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

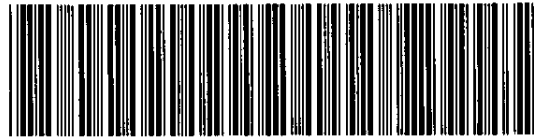
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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OCT 24 2013  
FILED  
102



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 856957 4813078  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 35,000

ORDER DATE : October 23, 2013  
ORDER TIME : 12:32 PM  
ORDER NO. : 856957-015  
CUSTOMER NO: 4813078

DOMESTIC AMENDMENT FILING

NAME: DISNEY GIFT CARD SERVICES,  
INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF CONVERSION**  
**For**  
**Florida Profit Corporation**  
**Into**  
**“Other Business Entity”**

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This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an “**Other Business Entity**” in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the “Other Business Entity” is: *Disney Gift Card Services, Inc.*
2. The name of the “Other Business Entity” is: *Disney Gift Card Services, Inc.*
3. The “Other Business Entity” is a *corporation*, organized, formed or incorporated under the laws of *Virginia*.
4. The above referenced Florida Profit Corporation has converted into an “Other Business Entity” in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the “Other Business Entity.”
5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.
6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.
7. This conversion was effective under the laws governing the “Other Business Entity” on: *upon filing*.
8. This conversion shall be effective in Florida on: *upon filing*.
9. The “Other Business Entity’s” principal office address, if any: *1675 Buena Vista Drive, Suite 505, Lake Buena Vista, FL 32830.*
10. If the “Other Business Entity” is an out-of-state entity not registered to transact business in Florida, the “Other Business Entity”:
  - a. Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss.607-1301-607.1333, F.S.

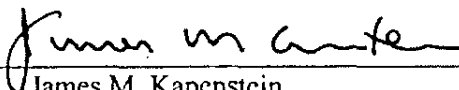
- b. Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607-1114(4), F.S.

Street Address: *500 S. Buena Vista Street, Burbank, CA 91521*

Mailing Address: *c/o Marsha L. Reed, 500 S. Buena Vista Street, Burbank, CA 91521-0105*

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607.1301-607.1333, F.S.

Signed this 21<sup>st</sup> day of October, 2013.

By:   
James M. Kapenstein  
Its: Vice President