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FILED
May 06, 1999 8:00 am
Secretary of State

05-06-1999 90205 005 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P25577

1. Corporation Name
WALT DISNEY ATTRACTIONS, INCORPORATED

Principal Place of Business

500 S BUENA VISTA ST
 BURBANK CA 91521
 US

Mailing Address

500 SOUTH VISTA ST
 BURBANK CA 91521-0586
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/10/1989

4. FEI Number

95-4205145

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 500 SOUTH BUENA VISTA STREET

Suite, Apt. #, etc.

27 City & State

28 BURBANK, CA

29 Zip

30 US

9. Name and Address of Current Registered Agent

FRANK S. IOPPOLO
 1375 BUENA VISTA DR 4TH FL N
 LAKE BUENA VISTA FL 32830

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CD DELETE
 NAME NUNIS, RICHARD A.
 STREET ADDRESS 1375 BUENA VISTA DR
 CITY-ST-ZIP LAKE BUENA VISTA FL 32830

TITLE S DELETE
 NAME REED, MARSHA L
 STREET ADDRESS 500 S. BUENA VISTA ST.
 CITY-ST-ZIP BURBANK CA 91521

TITLE T DELETE
 NAME HUNT, JAMES
 STREET ADDRESS 1375 BUENA VISTA DR
 CITY-ST-ZIP LAKE BUENA VISTA FL 32830

TITLE D DELETE
 NAME LITVACK, SANFORD M
 STREET ADDRESS 500 S. BUENA VISTA ST.
 CITY-ST-ZIP BURBANK CA 91521

TITLE P DELETE
 NAME GREEN, JUDSON C
 STREET ADDRESS 500 S BUENA VISTA ST
 CITY-ST-ZIP BURBANK CA 91521

TITLE AT DELETE
 NAME BUETTNER, ANNE L
 STREET ADDRESS 500 S BUENA VISTA ST
 CITY-ST-ZIP BURBANK CA 91521

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE P Change Addition
 1.2 NAME PRESSLER, PAUL S.
 1.3 STREET ADDRESS 500 SOUTH BUENA VISTA STREET
 1.4 CITY-ST-ZIP BURBANK, CA 91521

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE CD Change Addition
 5.2 NAME GREEN, JUDSON C.
 5.3 STREET ADDRESS 500 SOUTH BUENA VISTA STREET
 5.4 CITY-ST-ZIP BURBANK, CA 91521

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: MARSHA L. REED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Marsha L. Reed 4-21-99

Date

(818) 560-1000

Daytime Phone #

CR2E034 (11/98)