

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**May 27 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # P97000030823
1. Corporation Name
DisneyQuest, Inc.

Principal Place of Business: _____ Mailing Address: _____

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21	1375 Buena Vista Drive	26	500 S. Buena Vista St.
22	4th Floor North	27	
23	Lake Buena Vista, FL	28	Burbank, CA
24	32830	29	91521-0586
25	USA	30	USA

3. Date Incorporated or Qualified
4/4/97

4. FEI Number
95-4663984

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 Yes No

9. Name and Address of Current Registered Agent

**Ioppolo, Frank S.
1375 Buena Vista Drive
4th Floor North
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 _____

85 Zip Code **FL** _____

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 _____ (NOTE: Registered Agent signature required when functioning) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	Levitt III, Arthur	
STREET ADDRESS	500 S. Buena Vista St.	
CITY-ST-ZIP	Burbank, CA 91521	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	Reed, Marsha L.	
STREET ADDRESS	500 S. Buena Vista St.	
CITY-ST-ZIP	Burbank, CA 91521	
TITLE	T	<input type="checkbox"/> DELETE
NAME	Buettner, Anne L.	
STREET ADDRESS	500 S. Buena Vista St.	
CITY-ST-ZIP	Burbank, CA 91521	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> DELETE
NAME	Litvack, Sanford M.	
STREET ADDRESS	500 S. Buena Vista St.	
CITY-ST-ZIP	Burbank, CA 91521	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

200002537932
-05/28/98--01007--038
*****150.00**

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.

SIGNATURE: **Marsha L. Reed** *Marsha L. Reed* 4-17-98 (818) 560-1000

CR2E034 (10/97)