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CORPORATION(S) NAME

WALT DISNEY FEATURE ANIMATION FLORIDA, INC.
MERGING INTO:
WALT DISNEY WORLD CO.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

WALT DISNEY FEATURE ANIMATION FLORIDA, INC., a Florida corporation,
V69224

INTO

WALT DISNEY WORLD CO., a Florida entity, P97000071529

File date: September 28, 1999, effective September 30, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

WALT DISNEY FEATURE ANIMATION FLORIDA, INC., a Florida corporation

WITH AND INTO

WALT DISNEY WORLD CO., a Florida corporation

The undersigned corporations, pursuant to Section 607.1105 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: Walt Disney World Co. is the surviving corporation (the "Surviving Corporation") and is a corporation duly organized and existing under the laws of the state of Florida.

SECOND: Walt Disney Feature Animation Florida, Inc. is the merging corporation (the "Merging Corporation") and is a corporation duly organized and existing under the laws of the state of Florida.

THIRD: The Plan of Merger is attached hereto as Annex 1.

FOURTH: The merger shall become effective at 11:59 p.m. E.D.T. on the 30th day of September, 1999.

FIFTH: The Plan of Merger was adopted by the board of directors of the Surviving Corporation on September 24, 1999 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Merging Corporation on September 24, 1999.

Signed this 27th day of September, 1999.

WALT DISNEY WORLD CO.

EFFECTIVE DATE
9-30-99

By: 

Jeffrey H. Smith

Its:

Senior Vice President and
Deputy General Counsel

WALT DISNEY FEATURE ANIMATION FLORIDA, INC.

By: 

Lee Schmudde

Its:

Vice President

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ANNEX 1

PLAN OF MERGER

BY AND BETWEEN

WALT DISNEY FEATURE ANIMATION FLORIDA, INC.

AND

WALT DISNEY WORLD CO.

This Plan of Merger is submitted pursuant to Section 607.1101 of the Florida Business Corporation Act.

WHEREAS, Walt Disney World Co. (the "Surviving Corporation") is a corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, Walt Disney Feature Animation Florida, Inc. (the "Merging Corporation") is a corporation duly organized and existing under the laws of the state of Florida;

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

WHEREAS, this merger is being consummated in order to recognize certain financial and administrative efficiencies and is intended to be treated as a 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 Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation shall continue its corporate existence under the laws of the state of Florida.

SECOND: Each share of the common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of the Merger, shall remain issued and outstanding.

THIRD: Each share of the common stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

FOURTH: The terms and conditions of the Merger are as follows:

(1) The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

(2) The Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended and/or repealed as therein provided.

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

(4) The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation 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 Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind of the Merging Corporation 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 Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

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

(6) The Merger shall become effective at 11:59 p.m. E.D.T. on the 30th day of September, 1999.

FIFTH: At any time before or after approval and adoption by the Board of Directors of the Merging Corporation and the Surviving Corporation and prior to the effective date of the Merger, the Plan of Merger may be amended in any manner permitted under applicable law as may be determined in the judgement of the respective Board of Directors of the Merging Corporation and the Surviving Corporation to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of the Plan of Merger; provided, however, that such amendment may not, in the judgement of the Board of Directors of the Merging Corporation, materially adversely affect the rights and interests of the shareholders of the Merging Corporation.

SIXTH: At any time before the effective date of the Merger, the Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of either of the Merging Corporation or the Surviving Corporation.