

P97000071529

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PICK-UP  WAIT  MAIL

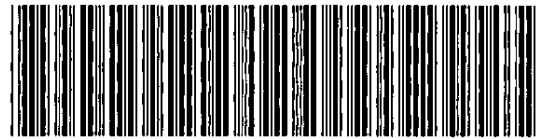
(Business Entity Name)

(Document Number)

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3/29/09

Merger  
Name change

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 MAR 27 PM 2:23

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 939312 4813078  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 78.75

ORDER DATE : March 27, 2009  
ORDER TIME : 10:09 AM  
ORDER NO. : 939312-005  
CUSTOMER NO: 4813078

ARTICLES OF MERGER

WALT DISNEY PARKS AND RESORTS,  
INC.

INTO

WALT DISNEY WORLD CO.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

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

3/29/09

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2009 MAR 27 PM 2: 23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF

WALT DISNEY PARKS AND RESORTS, 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. (Document No. P97000071529) 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 Parks and Resorts, Inc. (Document No. P96000023068) 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.

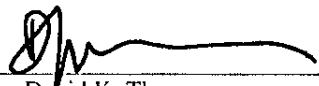
FOURTH: The merger shall become effective as of March 29, 2009, at 12:01 a.m. Upon the effective date of the merger, the name of the surviving corporation shall be changed to Walt Disney Parks and Resorts U.S., Inc.

FIFTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Surviving Corporation on March 26, 2009.

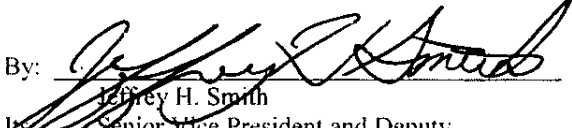
SIXTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Merging Corporation on March 26, 2009.

Signed this 26<sup>th</sup> day of March, 2009.

WALT DISNEY WORLD CO.

By:   
David K. Thompson  
Its: Vice President

WALT DISNEY PARKS AND RESORTS, INC.

By:   
Jeffrey H. Smith  
Its: Senior Vice President and Deputy  
General Counsel

**ANNEX 1**

**PLAN OF MERGER**

**BY AND BETWEEN**

**WALT DISNEY PARKS AND RESORTS, INC.**

**AND**

**WALT DISNEY WORLD CO.**

This Plan of Merger, pursuant to Section 607.1101 of the Florida Business Corporation Act is entered into by and between Walt Disney Parks and Resorts, Inc. and Walt Disney World Co. as follows:

WHEREAS, Walt Disney World Co. ("WDWCo"), the surviving corporation, is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Walt Disney Parks and Resorts, Inc. ("WDPR"), the merging corporation, is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the respective Board of Directors of WDPR and WDWCo have determined that it is advisable and to the mutual advantage of said corporations for WDPR to merge with and into WDWCo 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 reorganization governed by Internal Revenue Code Section 368(a)(1)(A).

NOW, THEREFORE, in consideration of the mutual covenants, warranties, agreements and provisions set forth herein, the parties agree as follows:

FIRST: WDPR shall be merged with and into WDWCo (the "Merger"). WDWCo shall continue its corporate existence under the laws of the State of Florida. As of the effective date of the merger, the name of the surviving corporation shall be changed to **Walt Disney Parks and Resorts U.S., Inc.**

SECOND: Each share of the common stock of WDWCo, 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 WDPR, 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 WDWCo shall be issued in exchange therefor.

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

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

(2) The Bylaws of WDWCo in effect immediately prior to the effective date of the Merger shall be and remain the Bylaws of WDWCo 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 WDPR shall be transferred to, vested in and devolve upon WDWCo without further act or deed.

(4) WDPR shall from time to time, as and when requested by WDWCo 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 WDWCo may deem necessary or desirable in order to vest in and confirm to WDWCo title to and possession of all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind of WDPR 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 WDPR and the proper officers and directors of WDWCo are fully authorized in the name of WDPR 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 as of March 29, 2009 at 12:01 a.m.

FIFTH: At any time before or after approval and adoption by the Board of Directors of WDPR and WDWCo 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 judgment of the respective Board of Directors of WDPR and WDWCo 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 judgment of the Board of Directors of WDPR, materially adversely affect the rights and interests of the shareholders of WDPR or WDWCo.

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 WDPR or WDWCo.


SEVENTH: This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and the same Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement this 26<sup>th</sup> day of March, 2009.

WALT DISNEY WORLD CO.

By:   
DAVID K. THOMPSON  
Its: Vice President

WALT DISNEY PARKS AND RESORTS, INC.

By:   
JEFFREY H. SMITH  
Its: Senior Vice President and Deputy General Counsel