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P97000071529

C T CORPORATION SYSTEM

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City State Zip Phone

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CORPORATION(S) NAME

Merger

MDMP Corporation
merging into:
Walt Disney World Co.

FILED
00 OCT -2 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit
( ) NonProfit
( ) Limited Liability Company
( ) Foreign

( ) Amendment
(X) Merger
( ) Dissolution/Withdrawal
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership

( ) Annual Report
( ) Reservation

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MDMP CORPORATION, a Florida corporation F96000006574

,

INTO

WALT DISNEY WORLD CO., a Florida entity, P97000071529

File date: October 2, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

OF

MDMP CORPORATION, a Delaware corporation

INTO

WALT DISNEY WORLD CO., a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and states of incorporation under the laws of which such corporations are organized are as follows:

MDMP Corporation, a Delaware corporation
Walt Disney World Co., a Florida corporation

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 F.S. and, as the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

WHEREAS, MDMP Corporation (the "Merging Corporation"), is a corporation duly organized and existing under the laws of the State of Delaware; and

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

WHEREAS, the respective Boards of Directors of the Merging Corporation and the Surviving Corporation have determined that it is advisable and to the mutual advantage of said two corporations that the Merging Corporation merge with and into the Surviving Corporation upon the terms and conditions herein provided.

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

a. The Merging Corporation shall be merged into the Surviving Corporation (the "Merger"). The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida. The name of the Surviving Corporation shall be "Walt Disney World Co."

b. The Certificate 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 Certificate of Incorporation of the Surviving Corporation.

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

d. Each share of 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.

e. 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.

f. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

g. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets 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 and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively, immediately prior to the effective date of the Merger.

FIFTH: The effective date of the Certificate of Merger shall be the 2nd day of October, 2000.

SIXTH: The plan of merger was adopted by written consent of the shareholders and Board of Directors of MDMP Corporation on September 29, 2000, and was adopted by written consent of the shareholders of Walt Disney World Co. on September 29, 2000.

Signed this 2nd day of October, 2000.

WALT DISNEY WORLD CO.

By: Jeffrey H. Smith
Its: Senior Vice President

MDMP CORPORATION

By: David M. Ledy
Its: Vice President