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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

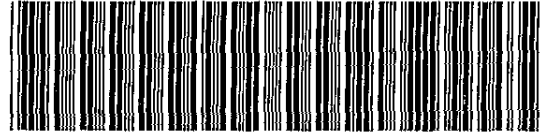
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02 DEC 31 PM 2:34

LEHIGH COUNTY STATE
DIVISION OF CORPORATIONS
ALLAHASSEE, FLORIDA

02 DEC 31 PM 1:17

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JB
1-2-03

CT CORPORATION

December 31, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5758080 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Secretary of State, Florida:

Please file the attached:

DISNEY DIRECT MARKETING SERVICES, INC. (DE)
Qualification
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

02 DEC 31 PM 1:17
FILED
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. DISNEY DIRECT MARKETING SERVICES, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 22-3043403
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MAY 1, 1990 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 500 SOUTH BUENA VISTA STREET, BURBANK, CA 91521
(Principal office address)
500 SOUTH BUENA VISTA STREET, BURBANK, CA 91521-0586
(Current mailing address)
8. TELEMARKETING OF CONSUMER PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Jeffrey H. Smith
Office Address: 1375 Buena Vista Drive, 4th Floor North
Lake Buena Vista, Florida 32830
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: _____

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Marsha L. Reed

Address: 500 South Buena Vista Street
Burbank, CA 91521

Vice Chairman: David K. Thompson

Address: 500 South Buena Vista Street
Burbank, CA 91521

Director: Peter D. Whitford

Address: 101 N. Brand Boulevard, Suite 1000
Glendale, CA 91203

Director: _____

Address: _____

B. OFFICERS

President: Peter D. Whitford

Address: 101 N. Brand Boulevard, Suite 1000
Glendale, CA 91203

Vice President: David K. Thompson

Address: 500 South Buena Vista Street
Burbank, CA 91521

Secretary: Marsha L. Reed

Address: 500 South Buena Vista Street, Burbank, CA 91521

Treasurer: Anne L. Buettner

Address: 500 South Buena Vista Street, Burbank, CA 91521

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David K. Thompson, Vice President

(Typed or printed name and capacity of person signing application)

AND
FILED
02 DEC 31 PM 11:17
SECT. 100 OF STATE
FALL/ASSISTANT CLERK

Delaware

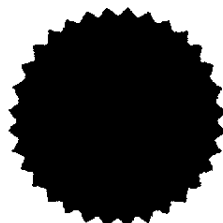
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DISNEY DIRECT MARKETING SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2178529

2229401 8300

020808417

DATE: 12-31-02