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Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

200001492472
-05/17/95--01134--030
*****70.00 *****70.00

CORPORATION(S) NAME

Disney Consumer Products Latin America, Inc.

(X) Profit
( ) NonProfit
( ) Limited Liability
(X) Foreign
( ) Limited Partnership
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(X) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Photo Copies
( ) Call if Problem
(X) Will Wait

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DIVISION OF CORPORATIONS

CR2E031 (1-89)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1995

CT CORPORATION SYSTEM
1311 EXECUTIVE CENTER DR
SUITE 200
TALLAHASSEE, FL 32301

The name DISNEY CONSUMER PRODUCTS LATIN AMERICA, INC. has been reserved for 120 days beginning April 10, 1995. The reservation number is R95000001546 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 095A00016221

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 Consumer Products Latin America, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. California
(State or country under the law of which it is incorporated)

3. 4/11/95
(Date of Incorporation)

4. Perpetual
(Duration)

5. 95-4527299
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 500 South Buena Vista Street, Burbank, California 91521
(Current mailing address)

8. Consumer Products
(Brief description of the nature of the business in which it is engaged in the state of Florida)

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DIVISION OF CORPORATIONS
95 MAY 17 PM 3: 21

9. Names and street addresses of officers and or directors:

A. Directors:

Director: Barton K. Boyd
Address: 500 South Buena Vista Street
Burbank, CA 91521

Director: Sanford M. Litvack
Address: 500 South Buena Vista Street
Burbank, CA 91521

Director: Marsha L. Reed
Address: 500 South Buena Vista Street
Burbank, CA 91521

Director:
Address:

B. Officers:

President: Barton K. Boyd

Address: 500 South Buena Vista Street

Burbank, California 91521

Vice President: Stephen de Kanter

Address: Columbus Center, One Alhambra Plaza-Penthouse

Coral Gables, Florida 33134

Secretary: Marsha L. Reed

Address: 500 South [illegible] Vista Street

Burbank, Ca[illegible]nia 91521

Treasurer: Thomas G. Conforti

Address: 500 South Buena Vista Street

Burbank, California 91521

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **Name and Street address of Florida registered agent:**

Name: Frank S. Ioppolo

Office Address: 1375 Buena Vista Drive, 4th Floor North

Lake Buena Vista, Florida 32830

Zip Code

11. **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.

Registered agent's signature: [signature]

(Officer)

Frank S. Ioppolo, Sr. Vice President

(Typed Name and Title of Officer)

12. 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.

13. Marsha L. Reed

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Marsha L. Reed, Secretary

(Name and capacity of person signing application)

(FLA.-2189)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 11TH *day of* APRIL, 19

DISNEY CONSUMER PRODUCTS LATIN AMERICA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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DIVISION OF CORPORATIONS
95 MAY 17 3:

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 15TH *day of* MAY 1995

Bill Jones

BILL JONES
Secretary of State

SEC/STATE FORM CE-112 (REV. 1-95)

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