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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Walt Disney Imagineering Research & Development, Inc.

(X) Profit
( ) NonProfit
( ) Limited Liability Co.
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other UCC
( ) Change of R.A.
( ) Fic. Name

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Walt Disney Imagineering Research & Development, 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.)

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2. Delaware
(State or country under the law of which it is incorporated)

3. 95-4600124
(FEI number, if applicable)

4. September 26, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.158, F.S.))

7. 1401 Flower Street, Glendale, California 91221

(Current mailing address)

8. Research and development
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. 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)

10. Registered agent 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 obligation of my position as registered agent.

(Registered agent's signature) (Officer)

Frank S. Ioppolo, Executive Vice President and General Counsel
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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 addresses of officers and/or directors:

A. DIRECTORS

Director: Sanford M. Litvack

Address: 500 S. Buena Vista Street

Burbank, CA 91521

Director: Peter S. Rummell

Address: 500 S. Buena Vista Street

Burbank, CA 91521

Director: Martin A. Sklar

Address: 1401 Flower Street

Glendale, CA 91221

Director: ____

Address: ____

B. OFFICERS

President: See attached list of officers

Address: ____

Vice President: ____

Address: ____

Secretary: ____

Address: ____

(FLA. 2189)

Treasurer: ______________________________

Address: ______________________________

____

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. Marsha L. Reed, Secretary
(Typed or printed name and capacity of person signing application)

(FLA. 2189)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of
Walt Disney Imagineering Research & Development, Inc.

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1. Peter S. Rummell, Chairman
   500 South Buena Vista Street
   Burbank, California 91521

2. Martin A. Sklar, VP & Principal Creative Executive
   1401 Flower Street
   Glendale, California 91221

3. Kenneth P. Wong, President
   1401 Flower Street
   Glendale, California 91221

4. Bran Ferren, Executive Vice President-Creative Technology
   1401 Flower Street
   Glendale, California 91221

5. Mitchell C. Hill, Senior Vice President and Chief Financial Officer
   200 Celebration Place
   Celebration, Florida 34747

6. Eric C. Haseltine, Vice President
   1401 Flower Street
   Glendale, California 91221

7. William D. Hillis, Vice President
   1401 Flower Street
   Glendale, California 91221

8. Eric Rosenthal, Vice President
   Wainscott Northwest Road, P.O. Box 609
   Wainscott, New York 11975

9. Marsha L. Reed, Secretary
   500 South Buena Vista Street
   Burbank, California 91521

10. Anne L. Buettner, Assistant Treasurer
    500 South Buena Vista Street
    Burbank, California 91521

11. Peter E. Steinman, Assistant Secretary
    1401 Flower Street
    Glendale, California 91221

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALT DISNEY IMAGINEERING RESEARCH & DEVELOPMENT, 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 TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 8121286

DATE: 09-26-96

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