

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**

**May 08 1998 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F97000003341 (1)**

1. Corporation Name  
**WALT DISNEY TELEVISION INTERNATIONAL (LATIN AMER ICA), INC.**



Principal Place of Business <b>350 SO BUENA VISTA ST BURBANK CA 91521</b>	Mailing Address <b>350 SO BUENA VISTA ST BURBANK CA 91521</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/26/1997</b>	
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number <b>95-2129307</b>	Applied For Not Applicable
23. Zip	25. Country	28. Zip	30. Country	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
24. <b>91521</b>	25. <b>USA</b>	29. <b>91521-0586</b>	30. <b>USA</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 SO PINE ISLAND RD PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
81. Name				82. Street Address (P.O. Box Number is Not Acceptable)	
83.				84. City	
				85. Zip Code	
				<b>FL</b>	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent's signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>PD</b> <input type="checkbox"/> DELETE	1.1 TITLE	<b>President</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ZORADI, MARK D</b>	1.2 NAME	<b>Zoradi, Mark D.</b>
STREET ADDRESS	<b>350 SO BUENA VISTA ST</b>	1.3 STREET ADDRESS	<b>350 S. Buena Vista St.</b>
CITY-ST-ZIP	<b>BURBANK CA 91521</b>	1.4 CITY-ST-ZIP	<b>Burbank, CA 91521</b>
TITLE	<b>PD</b> <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<b>Treasurer</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>VILLIERS, ETIENNE D</b>	2.2 NAME	<b>Buettner, Anne L.</b>
STREET ADDRESS	<b>BEAMONT HOUSE, KENSINGTON VILLAGE</b>	2.3 STREET ADDRESS	<b>500 S. Buena Vista St.</b>
CITY-ST-ZIP	<b>LONDON W14 8TS ENGLAND</b>	2.4 CITY-ST-ZIP	<b>Burbank, CA 91521</b>
TITLE	<b>VD</b> <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<b>Secretary</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>DAVIE, SALLY</b>	3.2 NAME	<b>Reed, Marsha L.</b>
STREET ADDRESS	<b>3 QUENN CAROLINE ST HAMMERSMITH</b>	3.3 STREET ADDRESS	<b>500 S. Buena Vista St.</b>
CITY-ST-ZIP	<b>LONDON W6 9PE ENGLAND</b>	3.4 CITY-ST-ZIP	<b>Burbank, CA 91521</b>
TITLE	<b>VD</b> <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<b>Director</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>HALL, SELBY</b>	4.2 NAME	<b>Litvack, Sanford M.</b>
STREET ADDRESS	<b>3 QUEEN CAROLINE ST HAMMERSMITH</b>	4.3 STREET ADDRESS	<b>500 S. Buena Vista St.</b>
CITY-ST-ZIP	<b>LONDON W6 9PE ENGLAND</b>	4.4 CITY-ST-ZIP	<b>Burbank, CA 91521</b>
TITLE	<b>VD</b> <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<b>Director</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>HAUSFATER, JERE R</b>	5.2 NAME	<b>Moore, Robert S.</b>
STREET ADDRESS	<b>500 SO BUENA VISTA ST</b>	5.3 STREET ADDRESS	<b>500 S. Buena Vista St.</b>
CITY-ST-ZIP	<b>BURBANK CA 91521</b>	5.4 CITY-ST-ZIP	<b>Burbank, CA 91521</b>
TITLE	<b>VD</b> <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<b>Director</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>KAPLAN, LAWRENCE J</b>	6.2 NAME	<b>Roth, Joe</b>
STREET ADDRESS	<b>350 SO BUENA VISTA ST</b>	6.3 STREET ADDRESS	<b>500 S. Buena Vista St.</b>
CITY-ST-ZIP	<b>BURBANK CA 91521</b>	6.4 CITY-ST-ZIP	<b>Burbank, CA 91521</b>

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

SIGNATURE \_\_\_\_\_ (198) 550 1000