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CR2E031 (1-89)

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 Regional Entertainment, 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. 95-4593136
	(State or country under the law of which it is incorporated) (FEI number, if applicable)
4.	June 23, 1996 5. Perpetual
	(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6.	Upon filing SED T
	(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7.	500 South Buena Vista Street
	Burbank, CA 91521-0586 Current mailing address)
	(Current mailing address)
8.	Design and development of location based entertainment (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: (P.O. Box or Mail Drop Box NOT acceptable)
	Name: Frank S. Ioppolo
	Office Address: 1375 Buena Vista Drive, 4th Floor North
	Lake Buena Vista , Florida , 32830
10.	Registered agent's acceptance: (Zip Code)
На	ving 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)
Frank S. Iopplo, Executive Vice President and General Counsel

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: (Street address ONLY- P. O. Box NOT acceptable) A. DIRECTORS (Street address only- P. O . Box NOT acceptable) Chairman: Arthur Levitt, III Address: 500 South Buena Vista Street Burbank, CA 91521 Vice Chairman: 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: B. OFFICERS (Street address only- P. O. Box NOT acceptable) President: Athur Levitt III Address: 500 South Buena Vista Street Burbank, CA 91521 Vice President: Address: 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. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) Marsha L. Reed, Secretary

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

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DISNEY REGIONAL ENTERTAINMENT, 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 1998.

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.

98 SEP 16 PH 1: 55
SECRETARY DE STATE
ALLASSEE FLORIDA



Edward J. Freel, Secretary of State

AUTHENTICATION:

9301577

DATE:

09-15-98