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CORPORATION(S) NAME

ARDCO, L.L.C.

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ARTICLES OF ORGANIZATION

FOR

ARDCO, L.L.C.

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The undersigned, being an authorized representative of the sole member, hereby subscribes to these Articles of Organization to form a limited liability company under the laws of the State of Florida.

ARTICLE I – Name:

The name of the Limited Liability Company is: **ARDCO, L.L.C.**

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1375 Buena Vista Drive
Fourth Floor North
Lake Buena Vista, FL 32830

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV – Management

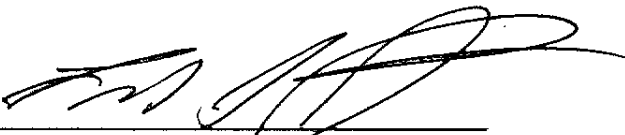
The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as the initial managers are:

Name	Title	Address
Judson C. Green	President	1375 Buena Vista Drive, 4 th Floor North Lake Buena Vista, FL 32830
Marsha L. Reed	Secretary	500 S. Buena Vista Street, Burbank, CA 91521
Anne L. Buettner	Treasurer	500 S. Buena Vista Street, Burbank, CA 91521
James D. Hanford	Assistant Treasurer	500 S. Buena Vista Street, Burbank, CA 91521

ARTICLE V – Initial Registered Office and Agent

The street address of the initial registered office of the Limited Liability Company shall be 1375 Buena Vista Drive, 4th Floor North, Lake Buena Vista, Florida 32830, and the name of the initial registered agent of this Corporation at that address is Frank S. Ioppolo.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this Articles of Organization, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Frank S. Ioppolo

IN WITNESS WHEREOF, the undersigned, an authorized representative of the sole member, has executed these Articles of Organization this 17th day of September 1999.

WALT DISNEY WORLD CO.

By: _____

Jeffrey H. Smith

Its: _____

Senior Vice President and
Deputy General Counsel

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FOR

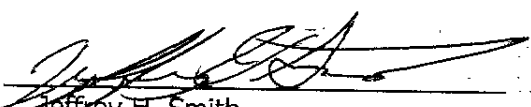
ARDCO, L.L.C.

The undersigned, an authorized representative of the sole member of ARDCO, L.L.C. certifies:

1. the above-named limited liability company has one member;
2. the total amount of cash contributed by the member is \$1,000.00
3. if any, the agreed value of property other than cash contributed by member is \$0.00
4. the total amount of cash and property contributed and anticipated to be contributed by member is \$1,000.00

This total includes amounts from 2 and 3 above

WALT DISNEY WORLD CO.

By: 

Jeffrey H. Smith

Its: Senior Vice President and
Deputy General Counsel

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.