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The WALT DISNEY Company

5100 South Buena Vista Street
Burbank, California 91521

RETURN SERVICE REQUESTED

Disney

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-11/20/01--01045--002
*****25.00 *****25.00

11/20

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

MJH

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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|------------------------------------|---------------------------------------|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Photocopy | | |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Buena Vista Theatrical Merchandise, LLC

2. The mailing address of the limited liability company is: _____

500 South Buena Vista Street, Burbank, CA 91521-0586

April 24, 2000
3. Date of filing/registration in Florida

M00000000791
4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

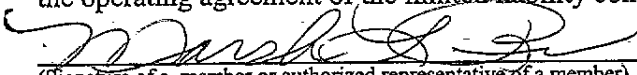
Frank S. Ioppolo
Name
1375 Buena Vista Drive, 4th Floor North
Address
Lake Buena Vista, FL 32830
City, State and Zip

6. The name and address of the new registered agent and/or office:

Jeffrey H. Smith
Name
1375 Buena Vista Drive, 4th Floor North
Florida street address (P.O. Box NOT acceptable)
Lake Buena Vista FL 32830
City, State and Zip

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TALLAHASSEE, FLORIDA

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Marsha L. Reed/Authorized Representative
(Printed or typed name of signer)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)
Jeffrey H. Smith

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314