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October 29, Tong POO FOR CANIFOR CONTRACT OF SHIPE CONTRACT CANIFOR CONTRACT OF SHIPE CONTRACT OF SHI A Production of the Control of the C Palabase Cappe Street ЬĠ. Dear Southern of State, Routile. Please Official He following. . None Cines None Circu Senier History Store, LLC (CA) A CONTRACT Indicated to the state of the s Florida IMIGNED !

October 29, 2004

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399 ON OUT DO PAY IN 20

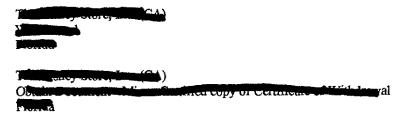
Re:

Order #: 6225439 SO

Customer Reference 1: None Given Customer Reference 2: None Given

Dear Secretary of State, Florida:

Please obtain the following:



The Disney Store, LLC (CA) Registration Florida

The Disney Store, LLC (CA)
Obtain Document - Misc - Certified copy of Registration Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell Fulfillment Specialist Ashley_Mitchell@cch-lis.com

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZA TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

THE DISNEY STO	RE, LLC
	(Name of Foreign Limited Liability Company)
CALIFORNIA	3. 61-1477400
(Jurisdiction under the company is organized	ne law of which foreign limited liability (FEI number, if applicable)
OCTOBER 2, 2004	5, PERPETUAL
(Date	of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
UPON FILING	
	(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)
500 SOUTH BUEN	A VISTA STREET, BURBANK, CA 91521
	(Street Address of Principal Office)
. If limited liabilit	y company is a manager-managed company, check here
. The name and us	sual business addresses of the managing members or managers are as follows:
Disney Credit Card	1 Services, Inc. (sole member), 500 South Buena Vista Street, Burbank, CA 91521
ne jurisdiction under the	nal certificate of existence, no more than 90 days old, duly authenticated by the official having custody of reco e law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a ate under oath of the translator must be submitted.)
1. Nature of busin	ness or purposes to be conducted or promoted in Florida:
Retail Store	
	mile de la companya della companya d
	Signature of a member or an authorized representative of a member.
	(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
	Marsha L. Reed. Authorized Representative

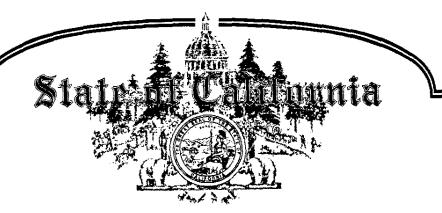
Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the	ne Limited Liability Compa	ny is:		
The Disney Store, LL	.c			
2. The name and	the Florida street address of	f the registered a	gent and office are:	
	сто	Corporation System		
	<u> </u>	(Name)	· · · · · · · · · · · · · · · · · · ·	•
	1200 Sc	outh Pine Island Ro	ad	
.	Florida Street Addre	ss (P.O. Box NOT	ACCEPTABLE)	-
	Plantation	FL	33324	
,	•	City/State/Zip	<u>-</u>	·
liability company a agent and agrec to relating to the prop	nt the place designated in this act in this capacity. I furthe per and complete performan	s certificate, I he er agree to comp ce of my duties, c	f process for the above stated reby accept the appointment by with the provisions of all s and I am familiar with and ac a Chapter 608, Florida Statu	as registerea tatutes ecept the

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)



SECRETARY OF STATE

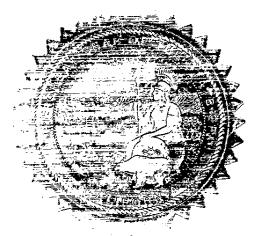
CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **2nd day of October**, **2004**, **THE DISNEY STORE**, **LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 13, 2004.

KEVIN SHELLEY Secretary of State