

PO2000030039

CT CORPORATION

CORPORATION(S) NAME

Keystone Paying Agent, Inc.

2002 MAR 19 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

02 MAR 19 PM 12:12
DIVISION OF CORPORATION

RECEIVED

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

3/19/02

Order#: 5208311

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

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 *****78.75 *****78.75

3/19/02

ARTICLES OF INCORPORATION
OF
KEYSTONE PAYING AGENT, INC.

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The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be: Keystone Paying Agent, Inc.

ARTICLE II – Principal Office

The address of the initial principal office of this Corporation is 1375 Buena Vista Drive, 4th Floor North, Lake Buena Vista, Florida 32830, and the initial mailing address of this Corporation is the same as the aforesaid address.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engaged in any activity or business permitted under the laws of the United States of America and of the Florida Business Corporation Act. In furtherance of its corporate purposes, this Corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation by the Florida Business Corporation Act.

ARTICLE IV - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$0.01 per share.

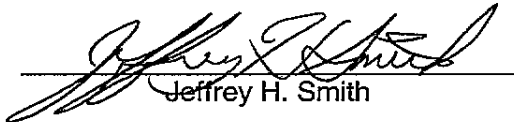
ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date on which these Articles are filed with the Department of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI -Initial Registered Office and Agent

The street address of the initial registered office of this Corporation 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 Jeffrey H. Smith.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this application, I am familiar with and hereby accept the appointment of registered agent and agree to act in this capacity.


Jeffrey H. Smith

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be three (3).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

Marsha L. Reed

500 South Buena Vista Street
Burbank, CA 91521

Joseph M. Santaniello

500 South Buena Vista Street
Burbank, CA 91521

David K. Thompson

500 South Buena Vista Street
Burbank, CA 91521

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Diane K. Austin

500 South Buena Vista Street
Team Disney Building, 305W
Burbank, California 91521-0586

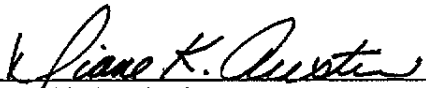
ARTICLE IX - Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the stock issued and entitled to be voted, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of March, 2002.


Diane K. Austin, Incorporator

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