



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 757024 4813078

AUTHORIZATION :

COST LIMIT : \$ 60.00

[Handwritten signature]

ORDER DATE : August 8, 2013

ORDER TIME : 1:30 PM

ORDER NO. : 757024-025

CUSTOMER NO: 4813078

ARTICLES OF MERGER

ZONE ENTERPRISES OF GEORGIA,
L.L.C.

INTO

DISNEY REGIONAL ENTERTAINMENT,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS:

[Handwritten initials '10' inside a circle]

FILED
SECRETARY OF STATE
13 AUG -3 PM 1:46

ARTICLES OF MERGER
OF
ZONE ENTERPRISES OF GEORGIA, L.L.C.
WITH AND INTO
DISNEY REGIONAL ENTERTAINMENT, INC.

[Pursuant to Section 607.1109 of the Florida Business Corporation Act]

FIRST: The name of the limited liability company being merged into the surviving corporation is Zone Enterprises of Georgia, L.L.C. ("ZEGA"), a Delaware limited liability company.

SECOND: The name of the surviving corporation is Disney Regional Entertainment, Inc. ("DRE"), a Florida corporation.

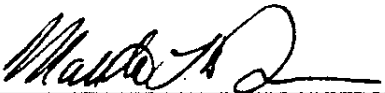
THIRD: The attached Agreement and Plan Merger between ZEGA and DRE has been approved, adopted, certified, executed and acknowledge by each of the parties to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes and Section 18-209 of the Delaware Limited Liability Company Act.

FOURTH: The merger is to be effective upon the filing of this Articles of Merger with the Department of State, Division of Corporations of the State of Florida.

ZONE ENTERPRISES OF GEORGIA, L.L.C.

By: 
Marsha L. Reed
Its: Manager

DISNEY REGIONAL ENTERTAINMENT, INC.

By: 
Matthew L. McGinnis
Its: Vice President

AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
ZONE ENTERPRISES OF GEORGIA, L.L.C.
AND
DISNEY REGIONAL ENTERTAINMENT, INC.

This Agreement and Plan of Merger (the "Agreement") is entered into by Zone Enterprises of Georgia, L.L.C., a Delaware limited liability company and Disney Regional Entertainment, Inc., a Florida corporation, pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Title 36, Section 607.1109 of the Florida Business Corporation Act, this 2nd day of August, 2013.

WITNESSETH

WHEREAS, Disney Regional Entertainment, Inc. ("DRE"), the surviving entity, is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, Zone Enterprises of Georgia, L.L.C. ("ZEGA"), the merging entity, is a limited liability company organized and existing under the laws of the State of Delaware; and

WHEREAS, as of the date hereof, DRE is the owner of 100% of the membership interest in ZEGA (the "LLC Interest"); and

WHEREAS, the respective Board of Directors of DRE and the sole Member of ZEGA have determined that it is advisable and to mutual advantage of said entities that ZEGA merge with and into DRE upon the terms and conditions herein provided; and

WHEREAS, the respective Board of Directors and shareholder of DRE and DRE, as the sole Member of ZEGA have approved and adopted this Agreement; and

WHEREAS, it is intended that the merger be consummated in accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act.

NOW, THEREFORE, in consideration of the mutual covenants, warranties, agreements, and provisions set forth herein, the parties agree as follows:

FIRST: ZEGA shall be merged with and into DRE (the "Merger"). DRE shall continue its corporate existence under the laws of the State of Florida.

SECOND: Each share of the common stock of DRE, which shall be issued and outstanding upon the effective date of the Merger, shall remain issued and outstanding.

THIRD: The Limited Liability Company Agreement of ZEGA in effect immediately prior to the effective date of the Merger shall be terminated.

FOURTH: The LLC Interest which shall be outstanding upon the effective date of the Merger, and all rights in respect thereto shall be canceled.

FIFTH: The terms and conditions of the Merger are as follows:

(1) The Certificate of Incorporation of DRE in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Certificate of Incorporation of DRE.

(2) The bylaws of DRE in effect immediately prior to the effective date of the Merger shall be and remain the bylaws of DRE until same shall be altered, amended and/or repealed as therein provided.

(3) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and all other assets, rights and interests of every kind and description of ZEGA shall be transferred to, vested in and devolve upon DRE without further act or deed.

(4) DRE shall assume all the obligations of ZEGA.

(5) ZEGA shall from time to time, as and when required by DRE or by its successors or assigns, execute and deliver all such documents and instruments and take any and all such actions necessary or desirable to evidence or carry out the Merger.

(6) The effect of the Merger is as prescribed by law.

SIXTH: The merger shall become effective upon the filing of merger documents with the Secretary of State of the states of Delaware and Florida, respectively.

SEVENTH: At any time before or after the approval and adoption by the Member of ZEGA and the Board of Directors of DRE and prior to the effective date of the Merger, the Agreement may be amended in any manner permitted under applicable law, as may be determined in the judgment of the respective Member of ZEGA and the Board of Directors of DRE to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of the Agreement; provided, however, that such amendment may not, in the judgment of the Member of ZEGA, materially adversely affect the rights and interests of the Member of ZEGA.

EIGHTH: At any time before the effective date of the Merger, the Agreement may be terminated and the Merger may be abandoned by the Member of ZEGA or the Board of Directors of DRE or both, notwithstanding approval of the Agreement by the Member of ZEGA or the Board of Directors of DRE or both.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the unanimous written consent of their respective Member and Board of Directors, have executed this Agreement as of the date first written above.

ZONE ENTERPRISES OF GEORGIA, L.L.C.
By: Disney Regional Entertainment, Inc., as
Sole Member

By: 
Marsha L. Reed
Its: Secretary

DISNEY REGIONAL ENTERTAINMENT, INC.

By: 
Matthew L. McGinnis
Its: Vice President