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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

**Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
DISNEY DIGITAL BOOKS CARD SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DISNEY DIGITAL BOOKS CARD SERVICES, INC.
In compliance with Chapter 607 F.S.

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ARTICLE I - Name

The name of the Corporation shall be Disney Digital Books Card Services, Inc.

ARTICLE II - Principal Office

The address of the initial principal place of business of the Corporation is 1375 Buena Vista Drive, Lake Buena Vista, Florida 32830, and the initial mailing address of this Corporation is the same as the aforesaid address.

ARTICLE III - Business and Purpose

The Corporation may, and is authorized to, engage 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 the Corporation and the maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock, having no par value per share.

ARTICLE V - Directors

- A. The initial number of Directors of the 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 the 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 the Corporation or until their successors are elected or appointed and have qualified are:

Marsha L. Reed	500 South Buena Vista Street Burbank, California 91521
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David K. Thompson	500 South Buena Vista Street Burbank, California 91521
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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 the 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 the 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 VI – Registered Agent

The street address of the initial registered office of the Corporation shall be 1201 Hays Street, Tallahassee, Florida 32301 and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

Article VII – Incorporator

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

Diane K. Austin	500 South Buena Vista Street Burbank, California 91521-0105
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Article VIII – 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 IX – 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,

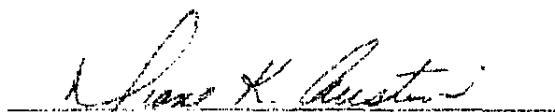
and approved at a shareholder's meeting by the holders of a majority of the stock issued and entitled to be voted, unless all Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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


Signature of Registered Agent

Sue G. Knight
as its agent

01/19/10
Date


Diane K. Austin, Incorporator

01/19/10
Date

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