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Apr 11 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P25577 (8)
1. Corporation Name
WALT DISNEY ATTRACTIONS, INCORPORATED



Principal Place of Business Mailing Address
500 S BUENA VISTA ST 500 SOUTH VISTA ST
P.O. BOX 691177 P.O. BOX 691177
BURBANK CA 91521 BURBANK CA 91521
US US

3. Date Incorporated or Qualified 08/10/1989
3a. Date of Last Report 05/01/1996

2. Principal Place of Business 2a. Mailing Address
21 500 S. Buena Vista St. 26 500 S. Buena Vista St.
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 City & State 27 City & State
23 Burbank, CA 28 Burbank, CA
Zip Country Zip Country
24 91521 25 USA 29 91521-0586 30 USA

4. FEI Number 95-4205145 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
FRANK S. IOPPOLO
1375 BUENA VISTA DR 4TH FL N
LAKE BUENA VISTA FL 32830
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD NUNIS, RICHARD A. 1375 BUENA VISTA DR LAKE BUENA VISTA FL	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	32830
TITLE	S REED, MARSHA L 500 S. BUENA VISTA ST. BURBANK CA	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	91521
TITLE	T HUNT, JAMES 1375 BUENA VISTA DR LAKE BUENA VISTA FL	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	32830
TITLE	D LITVACK, SANFORD M 500 S. BUENA VISTA ST. BURBANK CA	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	91521
TITLE	P GREEN, JUDSON C 500 S BUENA VISTA ST BURBANK CA	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	91521
TITLE		6.1 TITLE	AT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Anne L. Buettner
STREET ADDRESS		6.3 STREET ADDRESS	500 S. Buena Vista St.
CITY - ST - ZIP		6.4 CITY - ST - ZIP	Burbank, CA 91521

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Marsha L Reed* (818) 560-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)