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UP0462X

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P25577

1. Corporation Name
WALT DISNEY ATTRACTIONS, INCORPORATED



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**500 S BUENA VISTA ST
 BURBANK CA 91521
 US**

Mailing Address
**500 SOUTH VISTA ST
 BURBANK CA 91521-0586
 US**

3. Date Incorporated or Qualified
08/10/1989

4. FEI Number
95-4205145

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25 29 **91521-0586** 30 **US**

2a. Mailing Address
 26 **500 SOUTH BUENA VISTA STREET**
 27 Suite, Apt. #, etc.
 28 **BURBANK, CA**

9. Name and Address of Current Registered Agent
**FRANK S. IOPPOLO
 1375 BUENA VISTA DR 4TH FL N
 LAKE BUENA VISTA FL 32830**

10. Name and Address of New Registered Agent
 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	NUNIS, RICHARD A.	
STREET ADDRESS	1375 BUENA VISTA DR	
CITY-ST-ZIP	LAKE BUENA VISTA FL 32830	
TITLE	S	<input type="checkbox"/> DELETE
NAME	REED, MARSHA L	
STREET ADDRESS	500 S. BUENA VISTA ST.	
CITY-ST-ZIP	BURBANK CA 91521	
TITLE	T	<input type="checkbox"/> DELETE
NAME	HUNT, JAMES	
STREET ADDRESS	1375 BUENA VISTA DR	
CITY-ST-ZIP	LAKE BUENA VISTA FL 32830	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LITVACK, SANFORD M	
STREET ADDRESS	500 S. BUENA VISTA ST.	
CITY-ST-ZIP	BURBANK CA 91521	
TITLE	P	<input type="checkbox"/> DELETE
NAME	GREEN, JUDSON C	
STREET ADDRESS	500 S BUENA VISTA ST	
CITY-ST-ZIP	BURBANK CA 91521	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	BUETTNER, ANNE L	
STREET ADDRESS	500 S BUENA VISTA ST	
CITY-ST-ZIP	BURBANK CA 91521	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	PRESSLER, PAUL S.	
1.3 STREET ADDRESS	500 SOUTH BUENA VISTA STREET	
1.4 CITY-ST-ZIP	BURBANK, CA 91521	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	CD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	GREEN, JUDSON C.	
5.3 STREET ADDRESS	500 SOUTH BUENA VISTA STREET	
5.4 CITY-ST-ZIP	BURBANK, CA 91521	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I 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, with all other like empowered.

SIGNATURE: **MARSHA L. REED** *Marsha L. Reed* 4-21-99 (818) 560-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (11/98)