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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

900002133959--4

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DisneyQuest, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 APR -4 PH 2:50

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Amendment

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ARTICLES OF INCORPORATION

OF

**DISNEYQUEST, INC.
(hereinafter the "Corporation")**

97 APR -4 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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: DisneyQuest, Inc.

ARTICLE II - Addresses

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.

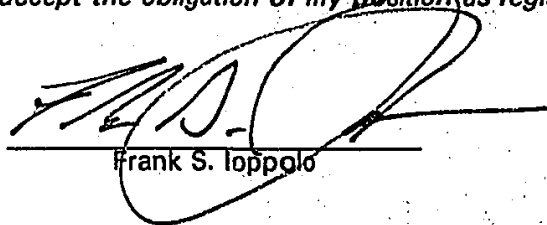
ARTICLE V - Term of Existence

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 Frank S. Ioppolo.

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 hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Frank S. Ioppolo

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:

Arthur Levitt III

500 South Buena Vista Street
Burbank, CA 91521

Sanford M. Litvack

500 South Buena Vista Street
Burbank, CA 91521

Marsha L. Reed

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, 306F
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 27th day of March, 1997.


Diane K. Austin, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA