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P97000071529

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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****385.00 ****385.00

Walt Disney World Co.
into
WDW Co.

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TALLAHASSEE, FLORIDA

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9/29
EFFECTIVE DATE
9-30-97

9/30
Merger
CC-6

P97000071529

ARTICLES OF MERGER
Merger Sheet

MERGING:

WALT DISNEY WORLD CO., a Delaware corporation, 820111

INTO

WDW CO. which changed its name to

WALT DISNEY WORLD CO., a Florida corporation, P97000071529

File date: September 29, 1997, effective September 30, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER

OF

WALT DISNEY WORLD CO., a Delaware corporation

INTO

WDW CO., a Florida corporation

FILED

97 SEP 29 PH 3: 38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9-30-97

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and states of incorporation under the laws of which such corporations are organized are as follows:

Walt Disney World Co., a Delaware corporation
WDW Co., a Florida corporation

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 F.S. and, as the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

WHEREAS, Walt Disney World Co. (the "Merging Corporation"), is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, WDW Co. (the "Surviving Corporation"), is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the respective Boards of Directors of the Merging Corporation and the Surviving Corporation have determined that it is advisable and to the mutual advantage of said two corporations that the Merging Corporation merge with and into the Surviving Corporation upon the terms and conditions herein provided.

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

a. The Merging Corporation shall be merged into the Surviving Corporation (the "Merger"). The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida. The name of the Surviving Corporation shall be "Walt Disney World Co."

b. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

c. Each share of preferred stock and each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of the Merger, shall remain issued and outstanding.

d. Each share of preferred stock and each share of common stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

e. The Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended and/or repealed as therein provided.

f. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

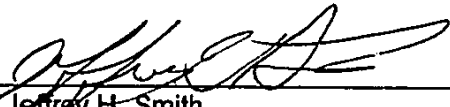
g. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively, immediately prior to the effective date of the Merger.

FIFTH: The effective date of the Certificate of Merger shall be the 30th day of September, 1997.


SIXTH: The plan of merger was adopted by written consent of the shareholders and Board of Directors of Walt Disney World Co. on September 23, 1997, and was adopted by written consent of the shareholders of WDW Co. on September 23, 1997.

Signed this 24th day of September, 1997.

WDW Co.


By: Jeffrey H. Smith
Its: Vice President and Deputy
General Counsel

WALT DISNEY WORLD CO.


By: Lee Schmudde
Its: Vice President