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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 # V69224 (6)
1. Corporation Name
WALT DISNEY FEATURE ANIMATION FLORIDA, INC.



Principal Place of Business
1375 BUENA VISTA DR
4TH FLOOR-N
LAKE BUENA VISTA FL 32830
US

Mailing Address
500 SOUTH BUENA VISTA ST
BURBANK CA 91521-0001
US

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt #, etc

26 500 S. Buena Vista St.
Suite, Apt #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24 25 29 91521-0586 30 USA

3. Date Incorporated or Qualified

10/07/1992

3a. Date of Last Report

05/01/1996

4. FEI Number

59-3145454

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

10. Name and Address of New Registered Agent

IOPPOLO, FRANK S.
1375 BUENA VISTA DRIVE
4TH FLOOR NORTH
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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME LITVACK, SANFORD M.
STREET ADDRESS 500 S. BUENA VISTA ST.
CITY- ST- ZIP BURBANK CA

DELETE

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP 91521

Change Addition

TITLE DS
NAME REED, MARSHA L.
STREET ADDRESS 500 S. BUENA VISTA ST.
CITY- ST- ZIP BURBANK CA

DELETE

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP 91521

Change Addition

TITLE PD
NAME SCHNEIDER, PETER
STREET ADDRESS 500 S. BUENA VISTA ST
CITY- ST- ZIP BURBANK CA

DELETE

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP 91521

Change Addition

TITLE T
NAME MCGURK, CHRISTOPHER J.
STREET ADDRESS 500 S BUENA VISTA ST
CITY- ST- ZIP BURBANK CA

DELETE

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP 91521

Change Addition

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

DELETE

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP

Change Addition

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

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

(818) 560-1000

CR2E034 (9/96)