

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

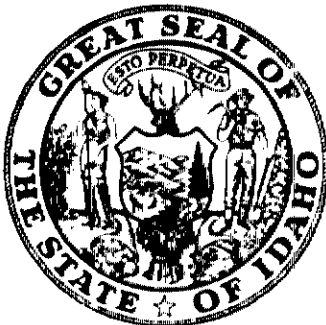
THE DISNEY STORE, INC.

File number C 123036

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: March 5, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By

Daryl Quinn

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is The Disney Store, Inc.
2. The name which it shall use in Idaho is The Disney Store, Inc.
3. It is incorporated under the laws of California
4. Its date of incorporation is 09/21/87
5. The address of its principal office is 500 S. Buena Vista Street, Burbank, CA 91521
6. The address to which correspondence should be addressed, if different from item 5, is 500 S. Buena Vista Street, Burbank, CA 91521-0586
7. The street address of its registered office in Idaho is 300 North Sixth Street, Boise, ID 83701
, and its registered agent in Idaho at that address is C T Corporation System

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Thomas A. Heymann</u>	<u>President-Worldwide</u>	<u>101 N. Brand Boulevard, Suite 1000 Glendale, CA 91203-2671</u>
<u>Marsha L. Reed</u>	<u>Secretary</u>	<u>500 S. Buena Vista Street Burbank, CA 91521</u>
<u>Anne L. Buettner</u>	<u>Treasurer</u>	<u>500 S. Buena Vista Street Burbank, CA 91521</u>
<u>Thomas A. Heymann</u>	<u>Director</u>	<u>101 N. Brand Boulevard, Suite 1000 Glendale, CA 91203-2671</u>
<u>Sanford M. Litvack</u>	<u>Director</u>	<u>500 S. Buena Vista Street Burbank, CA 91521</u>
<u>Marsha L. Reed</u>	<u>Director</u>	<u>500 S. Buena Vista Street Burbank, CA 91521</u>

Dated: 2-26-98

The Disney Store, Inc.

(Corporation name)

By

Marsha L. Reed
Marsha L. Reed

Its

Secretary

(specify capacity of signer)

Customer Account NO SECRETARY OF STATE

(If using pre-printed form) 02406/1998 03:00

CK: 2132 CT 9811 03:146

1 @ 100.00 = 100.00 AUTH PRO
 1 @ 20.00 = 20.00 EXPEDITE C

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Revised 7/97

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MAILED
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 APR 20 1998
 SECRETARY OF STATE

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 21st day of September, 19 87

THE DISNEY STORE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

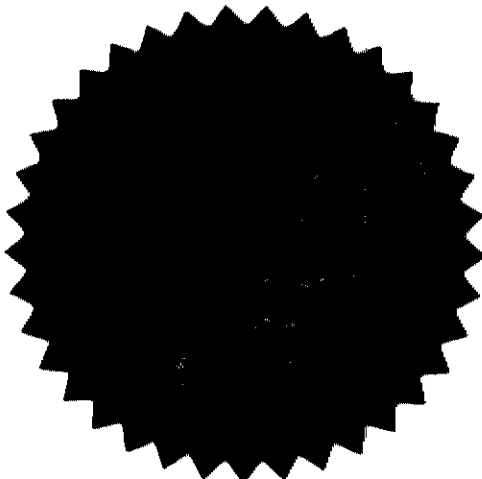
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

March 4, 1998



Bill Jones

Secretary of State