ARTICLES OF INCORPORATION
OF
WALT DISNEY PICTURES

One: The name of the corporation is: WALT DISNEY PICTURES

Two: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Three: The name and address in the State of California of the corporation's initial agent for service of process are: Ronald J. Cayo, 500 South Buena Vista Street, Burbank, California 91521.

Four: The total number of shares which the corporation is authorized to issue is ten million (10,000,000).

Ronald J. Cayo

The undersigned declares that the undersigned has executed these Articles of Incorporation and that this instrument is the act and deed of the undersigned.

Ronald J. Cayo