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FILED

In the office of the Secretary of State
of the State of California

APR 1 1983

MARCH FONG EU, Secretary of State

[Signature]
Deputy

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).

[Signature]

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.

[Signature]

RONALD J. CAYO