

NETU

1579050

A471705

FILED 8
In the office of the Secretary of State
of the State of California

FEB 13 1996

Bill Jones
BILL JONES, Secretary of State

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

Disney Enterprises, Inc.

Name of Corporation

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was The Walt Disney Company

Disney Enterprises, Inc.

(Name of Corporation)

Marsha L. Reed

(Signature of Corporate Officer)

Marsha L. Reed, Secretary

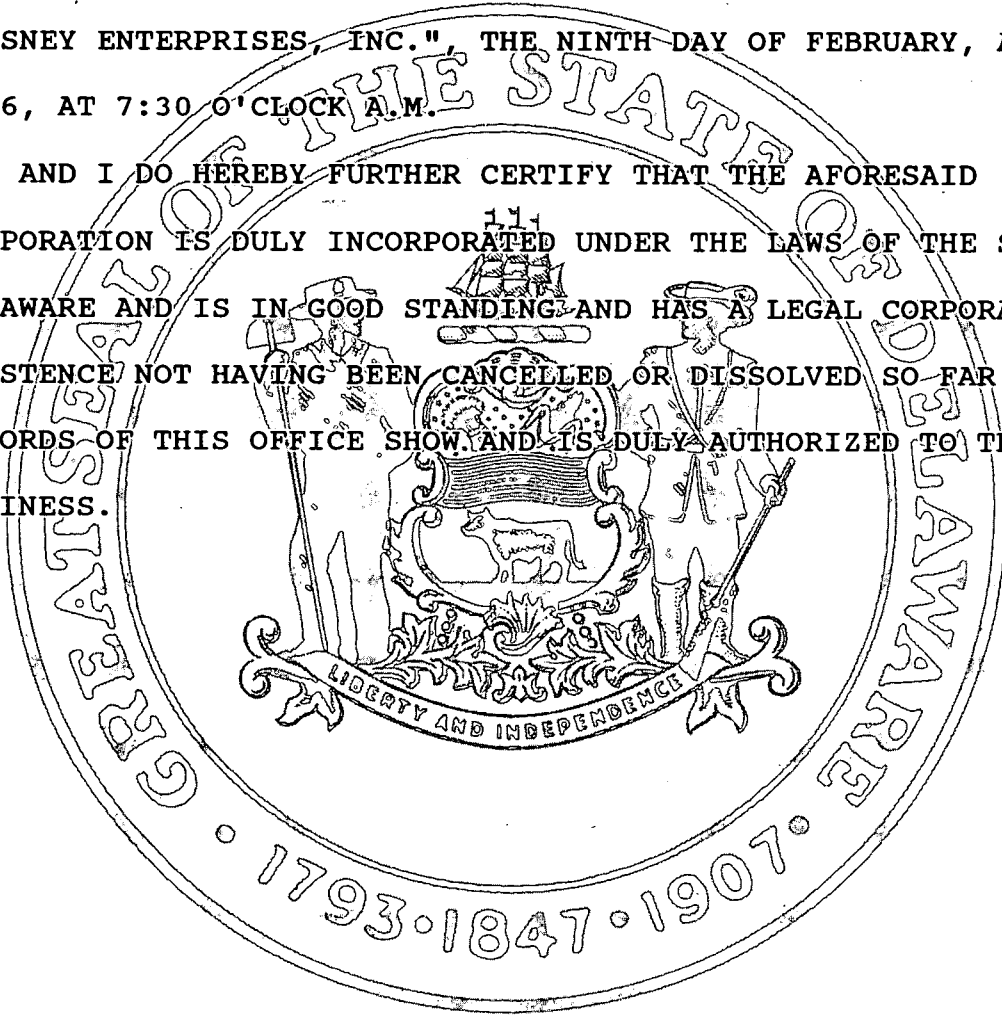
(Typed Name and Title of Officer Signing)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "THE WALT DISNEY COMPANY", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "DISNEY ENTERPRISES, INC." THE NINTH DAY OF FEBRUARY, A.D. 1996, AT 7:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2108647 - 8320

AUTHENTICATION:

7822382

960039276

DATE:

02-09-96