

1622825

ARTICLES OF INCORPORATION
OF

WALT DISNEY COMPUTER SOFTWARE, INC.

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

SEP 15 1988

March Fong Eu
MARCH FONG EU, Secretary of State

FIRST: The name of this corporation is

WALT DISNEY COMPUTER SOFTWARE, INC.

SECOND: The purpose of this 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.

THIRD: The name and address of this corporation's initial agent for service of process in the State of California is:

Doris A. Smith
500 South Buena Vista Street
Burbank, CA 91521

FOURTH: The total number of shares which the corporation is authorized to issue is Ten Thousand (10,000) common shares, \$.01 par value per share.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 14th day of September, 1988.


Merritt A. Mulman
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Merritt A. Mulman
Incorporator



The **WALT DISNEY** Company®

September 14, 1988

Barton K. Boyd
President
Disney Consumer Products
500 S. Buena Vista St.
Burbank, CA 91521

Re: Proposed Incorporation of Walt Disney Computer
Software, Inc.

Dear Mr. Boyd:

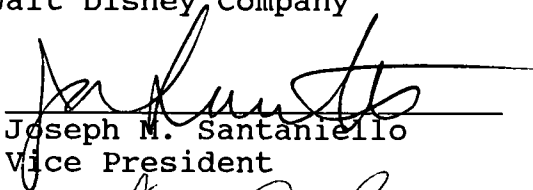
You have expressed your desire to form a new corporation using the corporate name, Walt Disney Computer Software, Inc. (the "Proposed Name"). Because the Proposed Name is similar to our current corporate name, you have requested that we consent to your use of the Proposed Name prior to your taking any action to incorporate.

We hereby consent to the use of the Proposed Name in California.

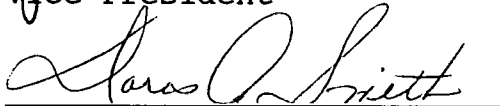
Sincerely,

The Walt Disney Company

By:


Joseph M. Santaniello
Vice President

By:


Doris A. Smith
Secretary