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FILED

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

FEB 13 1987

ARTICLES OF INCORPORATION
OF
BUENA VISTA HOME VIDEO

March Fong Eu
MARCH FONG EU, Secretary of State

FIRST: The name of this corporation is
BUENA VISTA HOME VIDEO

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 12th day of February, 1987.

Lynn E. Sonntag
Lynn E. Sonntag, Esq.
Incorporator

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


Lynn E. Sonntag, Esq.
Incorporator