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ID Number: 135336



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

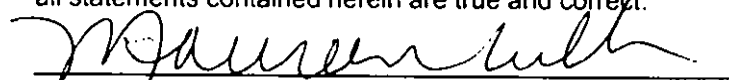
05 DEC - 8 AM 10: 04
SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is BUENA VISTA THEATRICAL GROUP LTD.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is:
222 Jefferson Boulevard, Suite 2(X), Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/02/2005



Signature of Authorized Officer of the Corporation

Maureen Cullen, Attorney in Fact

Type or Print Name of Authorized Officer

FILED

DEC 08 2005

By M 84443



STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Marsha L. Reed, the Vice President-Governance Administration and Assistant Secretary of The Walt Disney Company ("the Corporation"), a corporation incorporated under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Maureen Cullen and Louis Giaccardo of CSC, attorneys-in-fact for the Corporation and for the subsidiary entities, to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Marsha L. Reed, which ever shall occur first.

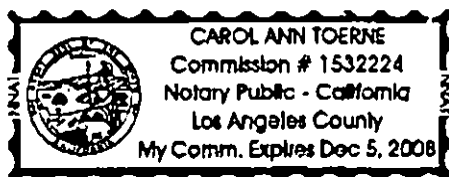
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 27th day of October 2005.


THE WALT DISNEY COMPANY

BY:


Marsha L. Reed
Vice President-Governance Administration
and Assistant Secretary


Subscribed and sworn to before me this 27th day of October, 2005




Notary Public

FILED

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By 

NAME OF ENTITY

B.A.S.S. (IP), LLC
B.A.S.S., LLC
B.V. FILM FINANCE CO.
B.V. FILM FINANCE CO. II
BABY HOLDING COMPANY
BACHI CORP.
BENCHMARK FILM RIGHTS, LLC
BRAZIL CABLE INVESTMENTS, INC.
BROADCAST ALLIANCE CORPORATION
BROADWAY DEVELOPMENT CORP.
BUENA VISTA DATACASTING, LLC
BUENA VISTA MEDIA SERVICES, INC.
BUENA VISTA THEATRICAL MERCHANDISE, LLC
BV FAMILY PRODUCTIONS WEST, LLC
BV HOLDINGS USA, LLC
BVI FILM FINANCING, LLC
BVI TELEVISION (AUSTRALIA), INC.
BVI TELEVISION (CENTRAL EUROPE), INC.
BVI TELEVISION INVESTMENTS, INC.
BVIC HOLDING COMPANY
BVG HOLDINGS, LLC
BVG SUB II INC.
BVG SUB INC.
BVG-T, INC.
BVS ENTERTAINMENT, INC.
CABLE LT HOLDINGS, INC.
CAL PUBLISHING, LLC
CAPITAL CITIES CAPITAL, INC.
CAPITAL CITIES/ABC FINANCE COMPANY, INC.
CAPITAL CITIES/ABC INTERACTIVE SOFTWARE, INC.
CAPITAL CITIES/ABC, INC.
CATALYST INVESTMENTS II, LLC
CATALYST INVESTMENTS, L.L.C.
CC FINANCE HOLDING CORPORATION
CC TEXAS HOLDING CO., INC.
CC/ABC ACQUISITION I CORP.
CC/ABC ACQUISITION II CORP.
CC/ABC ACQUISITION III CORP.
CC/ABC ACQUISITION IV CORP.
CC/ABC ACQUISITION V CORP.
CC/ABC ACQUISITION VI CORP.
CC/DW EQUITY INVESTMENT, INC.
CHILTON PROFESSIONAL AUTOMOTIVE, INC.
CIRCLE LOCATION SERVICES, INC.
COLUMBUS WEST DEVELOPMENT CORP.
CRESTWOOD PROPERTIES INC.

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