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(Page 1 of the Amended
& Restated Document
filed on 12-29-88 was
missing from our records.
A replacement page was
received 2-18-98 and sent
to be imaged.)

Angel Granger

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SECRET
TALLAHASSEE, FL 32304

FILED

State of Florida



Department of State

I certify that the attached is a true and correct copy of Amended and Restated Articles of Incorporation, filed December 29, 1988, for DUPONT PUBLISHING, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is H26111.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
29th day of December, 1988.



CR2EO22 (6-88)

Jim Smith

Jim Smith
Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DUPONT PUBLISHING, INC.**

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The undersigned, being the President and Assistant Secretary of duPont Publishing, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby certify as follows:

FIRST: The name of the Corporation is duPont Publishing, Inc. The Corporation was originally incorporated under the name DCS Publishing, Inc.

SECOND: The Corporation's original Articles of Incorporation were effective on October 12, 1984, and filed with the Florida Secretary of State on October 18, 1984.

THIRD: These Amended and Restated Articles of Incorporation, which amend and restate the Articles of Incorporation of the Corporation, as previously amended, were duly adopted by the directors and shareholders of the Corporation on December 19, 1988.

FOURTH: These Amended and Restated Articles of Incorporation have been adopted pursuant to the provisions of Section 607.187 and Section 607.194, Florida Statutes. The amendments included herein have been adopted pursuant to Section 607.194(4), Florida Statutes. There is no discrepancy between the Corporation's Articles of Incorporation, as heretofore amended, and the provisions of these Amended and Restated Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Section 607.194(4), Florida Statutes, and the omission of matters of historical interest.

FIFTH: The effective date of these Amended and Restated Articles of Incorporation herein certified shall be the date of filing with the Florida Secretary of State.

SIXTH: The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated so as to read in their entirety as follows:

**ARTICLE I
Name**

The name of this corporation shall be:

duPont Publishing, Inc.

**ARTICLE II
Existence of Corporation**

This Corporation began existence on October 12, 1984, and shall have perpetual existence.

**ARTICLE III
Purposes**

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE IV
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 7,000 shares of common stock having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the Corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this Corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Registered Office and Registered Agent

The street address of the Corporation's registered office is 6200 Courtney Campbell Causeway, Suite 340, Tampa, Florida 33607, and the name of the Corporation's registered agent at such address is Steven Chapman. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VI
Shareholders Agreement

The rights, duties and obligations of the shareholders of the Corporation shall be governed by the terms of a shareholders agreement, dated as of December 22, 1988, by and among the Corporation, Playboy Franchising, Inc., Thomas L. duPont, Steven B. Chapman and John D. Chapman, as such agreement may be amended, restated or superseded by a new agreement from time to time (the "Shareholders Agreement"), a copy of which is on file with the Secretary of the Corporation.

ARTICLE VII
Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute and in accordance with Section 4.4 of the Shareholders Agreement and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE IX
Bylaws

For such time as any shareholders agreement remains in effect (including that certain Shareholders Agreement among certain shareholders and the Corporation dated as of December 22, 1988), the Bylaws of the Corporation shall bear the following legend:

THESE BYLAWS ARE SUBJECT TO THE TERMS OF A SHAREHOLDERS AGREEMENT DATED AS OF DECEMBER 22, 1988, AS SUCH AGREEMENT MAY BE AMENDED OR RESTATED OR SUPERCEDED BY A NEW AGREEMENT FROM TIME TO TIME (THE "SHAREHOLDERS AGREEMENT"), A COPY OF WHICH IS ON FILE WITH THE SECRETARY OF THE CORPORATION. IN THE EVENT OF A CONFLICT BETWEEN THESE BYLAWS AND ANY SHAREHOLDERS AGREEMENT, THE SHAREHOLDERS HAVE AGREED TO VOTE IN ACCORDANCE WITH THE SHAREHOLDERS AGREEMENT THEN IN EFFECT, AND THE PROVISIONS OF SUCH SHAREHOLDERS AGREEMENT SHALL GOVERN.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Amended and Restated Articles this 28th day of December, 1988.


Connie J. Bennett
Assistant Secretary


Steven B. Chapman, President

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) SS.

BEFORE ME, the undersigned authority on this 28th day of December, 1988, personally appeared Steven B. Chapman, to me well known to be the person described in and who signed the foregoing Amended and Restated Articles of Incorporation on behalf of duPont Publishing, Inc., and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

(Notarial Seal)


NOTARY PUBLIC
State of FLORIDA at Large

My Commission Expires:
Notary Public, State of Florida
My Commission Expires: April 6, 1991
Issued by the State of Florida

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