

Division of Corporations

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA**LIMITED PARTNERSHIP AMENDMENT****PLANET HOLLYWOOD NEW YORK, LTD.**

Certificate of Status	0
Certified Copy	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 1, 2003

PLANET HOLLYWOOD NEW YORK, LTD.  
8669 COMMODITY CIRCLE  
ORLANDO, FL 32819

SUBJECT: PLANET HOLLYWOOD NEW YORK, LTD.  
REF: A32480

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PLANET HOLLYWOOD NEW YORK, LTD.**

This Amended and Restated Certificate of Limited Partnership of Planet Hollywood New York, Ltd. (the "Partnership"), originally formed in the State of Florida on January 20, 1992, and whose Certificate of Limited Partnership was previously amended on May 16, 1995, entered into and sworn to this 31 day of March, 2003, by and between Planet Hollywood International, Inc., a Delaware corporation, as General Partner, and Robert I. Earl and Keith Barrish, as Original Limited Partners of Planet Hollywood New York, Ltd. The undersigned, upon being duly sworn, depose and say:

1. Name of Partnership. The name of the limited partnership is Planet Hollywood New York, Ltd.
2. Address and Office. The address and office of the Partnership is 8663 Commodity Circle, Orlando, Florida 32819. The records required to be maintained by Section 620.106, Florida Statute, shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The Agent for service of process on the Partnership shall be Robert I. Earl, whose address is 8663 Commodity Circle, Orlando, Florida 32819.
4. Name and Business Address of General Partner. The General Partner is Planet Hollywood International, Inc., a Delaware corporation. The address of the General Partner is 8663 Commodity Circle, Orlando, Florida 32819.
5. Mailing Address for Limited Partnership. The mailing address for the Partnership is 8663 Commodity Circle, Orlando, Florida 32819.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2005.
7. Right to Sell or Assign. The Limited Partners do not have the right to transfer their interests in the Partnership without the written consent of the General Partner.

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8. ~~Additional Limited Partners.~~ No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the written consent of all the Partners.

GENERAL PARTNER

PLANET HOLLYWOOD, INC.

WITNESSES:

Rob. Earl  
Keith Barrish

By: [Signature]

STATE OF FLORIDA     )  
                               )  
 COUNTY OF ORANGE    )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared ROBERT L. EARL, President and Chief Executive Officer of PLANET HOLLYWOOD INTERNATIONAL, INC., to me well known, and he signed and swore to the foregoing instrument as such President and Chief Executive Officer of said corporation, and I further certify that I know the said person making said acknowledgement to be the individual described in and who signed and swore to the said instrument.

WITNESS my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 2003.

(NOTARIAL SEAL)

Notary Public

My commission Expires:

WITNESSES:

\_\_\_\_\_  
 \_\_\_\_\_

LIMITED PARTNERS:

Robert L. Earl

Keith Barrish

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STATE OF FLORIDA )  
COUNTY OF ORANGE )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared ROBERT I EARL, to me well known, and he signed and swore to the foregoing instrument; and I further certify that I know the said person making said acknowledgement to be the individual described in and who signed and swore to the said instrument.

WITNESS my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 200\_.

(NOTARIAL SEAL)

\_\_\_\_\_  
Notary Public

My commission Expires:

STATE OF FLORIDA )  
COUNTY OF ORANGE )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared [Mark S. He] to me well known, and he signed and swore to the foregoing instrument; and I further certify that I know the said person making said acknowledgement to be the individual described in and who signed and swore to the said instrument.

WITNESS my hand and official seal this 31st day of March, 200\_.

(NOTARIAL SEAL)

Maud L. Velez  
Notary Public

My commission Expires: 4/2/05



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**RESIDENT AGENT ACCEPTANCE**

In the matter of PLANET HOLLYWOOD NEW YORK, LTD., Robert I. Earl,  
President and Chief Executive Officer of Planet Hollywood International, Inc., the General  
Partner, does hereby accept appointment as resident agent of the above-named limited  
partnership.

Dated: March 31, 2003

MARK S. HELM, ATTORNEY-IN-FACT  
ON BEHALF OF ROBERT I. EARL



Robert I. Earl

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