

F 9700000 3973

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

700002359427--1

HARD ROCK CAFE, INC., a Delaware corporation, #F93000005594

HARD ROCK CAFE INTERNATIONAL, INC. (DEL), a Delaware corporation not qualified

HARD ROCK CAFE FRANCHISE, INC., a Delaware corporation not qualified

HARD ROCK CAFE LISCENSING CORPORATION, a New York corporation,
#F97000003973

INTO

HARD ROCK CAFE INTERNATIONAL (USA), INC., a Florida corporation,
P96000046611.

File date: November 26, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson