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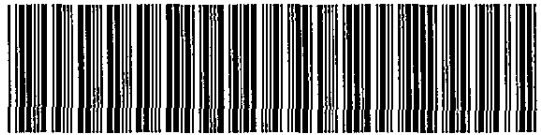
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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATE FINANCE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Arvender A.C.*

C. Couliette NOV 18 2002

CT CORPORATION

November 18, 2002

Secretary of State, Florida  
409 East Gaines Street  
N/A  
Tallahassee FL 32399

Re: Order #: 5724703 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

American Pulp Exchange, Inc. (FL)  
Amendment  
Florida

American Pulp Exchange, Inc. (FL)  
Obtain Document - Misc - Cerfield copy of filing evidence  
Florida

*2 Certified Copies Please*

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**CT CORPORATION**

Sincerely,

Melanie S Strickland  
Fulfillment Specialist  
Melanie\_Strickland@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**ARTICLE OF AMENDMENT  
TO  
FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN PULP EXCHANGE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is American Pulp Exchange, Inc., a Florida corporation (the "***Corporation***").
2. Article I of the First Amended and Restated Articles of Incorporation of the Corporation is amended to read in full as follows:

**ARTICLE I**

**NAME**

The name of the corporation is Penthouse International, Inc. (hereinafter called the "***Corporation***").

3. Article II of the First Amended and Restated Articles of Incorporation of the Corporation is amended to read in full as follows:

**ARTICLE II**

**PURPOSES**

The purposes of the Corporation shall be to engage in any activities or businesses permitted under the laws of the United States of America and the State of Florida.

4. Section 6.9.3 of Article VI of the First Amended and Restated Articles of Incorporation of the Corporation is amended to read in full as follows:

6.9.3 Protective Provisions Regarding Subsidiaries. For so long as shares of Series A Preferred Stock or Series B Preferred Stock remain outstanding, the Corporation shall not permit any of its Subsidiaries to take any of the following actions, without the approval of the holders of at least sixty percent (60%) of Series A Preferred Stock then outstanding or sixty percent (60%) of Series B Preferred Stock then outstanding (each voting as a separate series), respectively, which approval shall not be unreasonably withheld:

- (a) become a party to any long-term (longer than one year, exclusive of renewals) agreements providing for any license or right to use Intellectual Property; or



- (b) become a party to any agreement (other than the Expense Allocation Agreement and the Tax Sharing and Indemnification Agreement) to which GMI and GMI's Subsidiaries are parties other than on substantially the same terms as those applicable to the GMI Subsidiaries.

5. The date of adoption of the foregoing amendments to the First Amended and Restated Articles of Incorporation of the Corporation is November 14, 2002.

6. The foregoing amendments of the First Amended and Restated Articles of Incorporation of the Corporation have been approved by the Corporation's shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval.

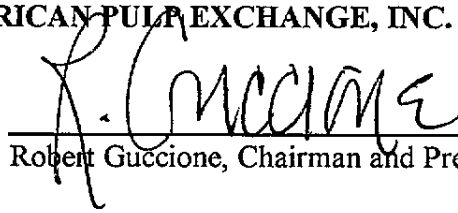
*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has hereunto subscribed to and executed this Article of Amendment to the First Amended and Restated Articles of Incorporation this 14th day of November, 2002.

DATED: November 14, 2002

AMERICAN PULP EXCHANGE, INC.

By:

  
Robert Guccione, Chairman and President

[SIGNATURE PAGE TO ARTICLE OF AMENDMENT TO FIRST AMENDED  
AND RESTATED ARTICLES OF INCORPORATION OF AMERICAN PULP  
EXCHANGE, INC.]