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BASIC AMENDMENT

PENTHOUSE INTERNATIONAL, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 4, 2004

PENTHOUSE INTERNATIONAL, INC.
11 PENN PLAZA
NEW YORK, NY 10001

SUBJECT: PENTHOUSE INTERNATIONAL, INC.
REF: P01000117542

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**FIRST AMENDMENT
TO
FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PENTHOUSE INTERNATIONAL, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, **PENTHOUSE INTERNATIONAL, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following First Amendment to Fourth Amended and Restated Articles of Incorporation of Penthouse International, Inc. (the "First Amendment"):

1. Article IV of the Corporation's Fourth Amended and Restated Articles of Incorporation is hereby amended in its entirety and replaced with the following:

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The maximum number of shares of all classes of capital stock which the Corporation is authorized to issue is Two Billion Five Hundred Million (2,500,000,000) shares, consisting of (i) Two Billion Four Hundred Fifty Million (2,450,000,000) shares of common stock, \$0.0025 par value per share (the "Common Stock"), and (ii) Fifty Million (50,000,000) shares of preferred stock, \$0.0025 per share par value (the "Preferred Stock").

2. The holders of the outstanding shares of the Corporation's common stock, \$0.0025 par value per share, adopted the First Amendment on May 17, 2004, by a number of votes sufficient for such adoption.
3. The holders of the outstanding shares of the Corporation's Series A Preferred Stock, \$0.0025 par value per share, adopted the First Amendment on May 17, 2004, by a number of votes sufficient for such adoption.
4. There are no shares of the Corporation's Series B Preferred Stock outstanding at the present time.
5. The holders of the outstanding shares of the Corporation's Series C Preferred Stock, \$0.0025 par value per share, adopted the First Amendment on May 17, 2004, by a number of votes sufficient for such adoption.

The holders of the outstanding shares of the Corporation's Series D Preferred Stock, \$0.0025 par value per share, adopted the First Amendment on May 19, 2004, by a number of votes sufficient for such adoption.

IN WITNESS WHEREOF, Claude Bertin, the Executive Vice-President of the Corporation, has executed this First Amendment as of the 2nd day of June, 2004.

PENTHOUSE INTERNATIONAL, INC.,

a Florida corporation

By: 

Claude Bertin, Executive Vice-President

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