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BASIC AMENDMENT

PENTHOUSE INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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File of Correction
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ARTICLES OF CORRECTION

for

PENTHOUSE INTERNATIONAL, INC.Name of Corporation as currently filed with the Florida Dept. of State**P 01000117542**Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These Articles of Correction correct the Sixth Amended Restated Articles of Incorporation
(Document Type)

filed with the Department of State on October 5, 2004
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

The numbers of authorized shares provided in Article IV of the above-referenced document are incorrect.

Correct the inaccuracy, incorrect statement, or defect:

Article IV of the Sixth Amended and Restated Articles of Incorporation should read as follows in its entirety:

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 and Fifty Million (2,450,000,000) shares of common stock, par value \$0.0025 per share (the "Common Stock") and (ii) Fifty Million (50,000,000) shares of preferred stock, par value \$0.0025 per share (the "Preferred Stock").

(Signature of a director, president or other officer - If directors or officers have not been selected, by an incorporator - If in the hands of the receiver, trustee, or other court-appointed fiduciary, by that fiduciary.)

STEPHEN A. WEISS(Typed or printed name of person signing)**ASSISTANT SECRETARY**(Title of person signing)**Filing Fee: \$35.00**

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