

Division of Corporations

P93000079875

Florida Department of State
Division of Corporations
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To:
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BASIC AMENDMENT**PLANET HOLLYWOOD (ATLANTIC CITY), INC.**

Certificate of Status	0
Certified Copy	0
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*Amended & Resubmitted**4/9/03*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 4, 2003

PLANET HOLLYWOOD (ATLANTIC CITY), INC.
8669 COMMODITY CIR
ORLANDO, FL 32819USSUBJECT: PLANET HOLLYWOOD (ATLANTIC CITY), INC.
REF: P93000079875

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document SpecialistFAX Aud. #: H03000097269
Letter Number: 703A00020443



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 1, 2003

PLANET HOLLYWOOD (ATLANTIC CITY), INC.
8669 COMMODITY CIR
CORRECTED LETTER
ORLANDO, FL 32819US

SUBJECT: PLANET HOLLYWOOD (ATLANTIC CITY), INC.
REF: P93000079875

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document is illegible and not acceptable for imaging.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000097269
Letter Number: 703A00019558

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PLANET HOLLYWOOD (ATLANTIC CITY), INC.**

The undersigned, being the Vice President of Planet Hollywood (Atlantic City), Inc., a Florida corporation (the "Corporation"), originally incorporated in the State of Florida on November 18, 1993, hereby certifies that, for the purpose of amending and restating its Articles of Incorporation, the following amended and restated articles of incorporation have been duly adopted by the Board of Directors on March 31, 2003 in accordance with Chapter 607, Florida Statutes, and that such articles of incorporation do not contain any amendment requiring shareholder approval:

ARTICLE I - NAME

The name of this corporation is PLANET HOLLYWOOD (ATLANTIC CITY), INC..
The mailing address of the Corporation shall be 8663 Commodity Circle, Orlando, Florida 32819.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

A. The Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

B. Notwithstanding anything to the contrary set forth herein, the Corporation shall not issue any non-voting equity securities; provided, however, that this provision, included in this Amended and Restated Articles of Incorporation in compliance with Section 1123(a)(6) of the United States Bankruptcy Code of 1978, as amended (the "Bankruptcy Code"), shall have no force and effect beyond that required by Section 1123(a)(6) of the Bankruptcy Code and shall be effective only for so long as Section 1123(a)(6) of the Bankruptcy Code is in effect and

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applicable to the Corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

8663 Commodity Circle
Orlando, Florida 32819

The name of the registered agent of this corporation at that address shall be:

Mark S. Helm

ARTICLE VI - BOARD OF DIRECTORS

A. The Corporation shall have one director. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1).

B. The name and address of the director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	8663 Commodity Circle Orlando, Florida 32819

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Mark S. Helm	8663 Commodity Circle Orlando, Florida 32819

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

FILE No. 441 04/08 '03 13:52 ID: CSC TALLAHASSEE
CSC 5184334741

FAX: 850 5211010
04/07 '03 13:18 NO. 685 04/05
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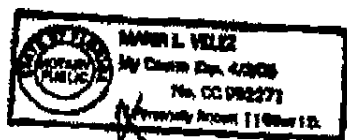
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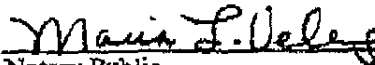
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 1 day of April, 2003.


Mark S. Helm, Vice President

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged before me on April 1
2003, by [Mark S. Helm]. The Vice President is personally known to me and did not
take an oath.




Notary Public

FILE No.441 04/08 '03 13:52

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FAX:850 5211010

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of PLANET HOLLYWOOD (ATLANTIC CITY), INC., I hereby accept and agree to act in this capacity.



Mark S. Helm