

P 93000079889

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December 23, 1998

Division of Corporations  
George Firestone Building  
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Tallahassee, FL 32301

Via Hand Delivery

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\*\*\*\*\*315.00 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed please find for filing the ARTICLES OF MERGER for each of the following mergers:

1. Planet Hollywood (New Orleans), Inc. merger into Planet Hollywood (Region II), Inc.  
Document Number: P93000079863 Document Number: P93000079873
2. Planet Hollywood (Maui), Inc. merger into Planet Hollywood (Honolulu), Inc.  
Document Number: P93000043520 Document Number: P93000079889
3. All Star Cafe (Region VIII), Inc. merger into All Star Cafe (New York), Inc.  
Document Number: P97000021200 Document Number: P94000033340
4. Authentic All Star, Inc. merger into All Star Cafe (New York), Inc.  
Document Number: P96000029754 Document Number: P94000033340

*Merger*

12-24-98  
CC

EFFECTIVE DATE

12-27-98

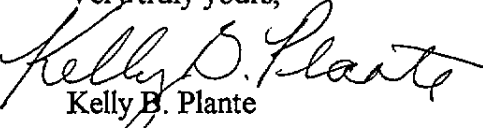
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FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

December 23, 1998

Page 2

Enclosed is a check in the amount of \$315.00 for filing fees for each merger, and to obtain a CERTIFIED COPY evidencing each merger. Please call Beth Herzog at 222-7717, when the CERTIFIED COPIES is ready.

Very truly yours,



Kelly B. Plante

KBP/srd  
Enclosures  
GHRCORP/GHR.23a

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PLANET HOLLYWOOD (MAUI), INC., a Florida corporation, P93000043520

INTO

**PLANET HOLLYWOOD (HONOLULU), INC.,** a Florida corporation,  
P93000079889

File date: December 23, 1998, effective December 27, 1998

Corporate Specialist: Cheryl Coulliette

FILED  
98 DEC 23 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
MERGING  
PLANET HOLLYWOOD (MAUI), INC., a Florida corporation  
WITH AND INTO  
PLANET HOLLYWOOD (HONOLULU), INC., a Florida corporation**

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, PLANET HOLLYWOOD (MAUI), INC., a Florida corporation, and PLANET HOLLYWOOD (HONOLULU), INC., a Florida corporation, hereby adopt the following Articles of Merger:

**ARTICLE I**

PLANET HOLLYWOOD (MAUI), INC., (hereinafter referred to as "PH MAUI"), and PLANET HOLLYWOOD (HONOLULU), INC., (hereinafter referred to as "PH HONOLULU"), hereby merge, with PH HONOLULU as the surviving corporation.

**ARTICLE II**

The Articles of Incorporation of PH HONOLULU shall continue as the Articles of Incorporation of the surviving corporation.

**ARTICLE III**

The Plan of Merger pursuant to which PH MAUI merges with and into PH HONOLULU (the "Plan of Merger") is attached hereto as Exhibit "A" and incorporated herein by reference.

**ARTICLE IV**

The Plan of Merger was adopted on December 22, 1998 by the Board of Directors of PH HONOLULU, PH MAUI and the sole shareholder of each of PH HONOLULU and PH MAUI, Planet Hollywood International, Inc., pursuant to Sections 607.1101 and 607.1103 of the Florida Business Corporation Act.

**EFFECTIVE DATE**  
**12-27-98**

## ARTICLE V

All issued and outstanding common shares of PH HONOLULU and the certificates representing such shares shall continue unchanged and remain as issued and outstanding shares of PH HONOLULU.

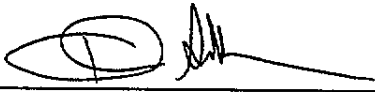
All issued and outstanding common shares of PH MAUI and the certificates representing such shares shall be surrendered and canceled on the effective date of the merger. Since all of the common shares of both PH MAUI and PH HONOLULU are owned by the same shareholder, upon consummation of the merger, no conversion of the issued and outstanding shares of PH MAUI into PH HONOLULU shares is necessary.

## ARTICLE VI


This merger shall be effective as of the close of business on December 27, 1998.

Dated this 22<sup>nd</sup> day of December, 1998.

PLANET HOLLYWOOD (MAUI), INC., a  
Florida corporation

By:   
Scott E. Johnson Thomas Avallone  
Its: Senior Vice President & C.F.O.  
Exec.

PLANET HOLLYWOOD (HONOLULU), INC.,  
a Florida corporation

By:   
Scott E. Johnson Thomas Avallone  
Its: Senior Vice President & C.F.O.  
Exec.

**PLAN OF MERGER  
BETWEEN  
PLANET HOLLYWOOD (MAUI), INC., a Florida corporation  
AND  
PLANET HOLLYWOOD (HONOLULU), INC., a Florida corporation**

THIS PLAN OF MERGER is made and entered into as of the 22<sup>nd</sup> day of December, 1998, by and between **PLANET HOLLYWOOD (MAUI), INC.** ("PH MAUI"), a Florida corporation, and **PLANET HOLLYWOOD (HONOLULU), INC.** ("PH HONOLULU" or the "Surviving Corporation"), also a Florida corporation, providing that PH MAUI shall merge with and into PH HONOLULU, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act, effective as of the close of business on the 27th day of December, 1998 (the "Merger").

**WHEREAS**, PH HONOLULU is a Florida corporation with its principal place of business at 8669 Commodity Circle, Orlando, Florida; and

**WHEREAS**, the aggregate number of shares that PH HONOLULU is authorized to issue is 1,000 shares at \$.01 par value, of which 500 shares are issued to its sole shareholder, Planet Hollywood International, Inc. ("PHII"), a Delaware corporation; and

**WHEREAS**, PH MAUI is a Florida corporation with its principal place of business at 8669 Commodity Circle, Orlando, Florida; and

**WHEREAS**, the aggregate number of shares that PH MAUI is authorized to issue is 1,000 shares at \$.01 par value, of which 500 shares are issued to its sole shareholder, PHII; and

**WHEREAS**, it is desirable for the benefit of both parties and their mutual shareholder that the properties, businesses, assets, and liabilities of both parties be combined into one surviving corporation, which shall be PH HONOLULU; and

**WHEREAS**, the Merger shall be treated as a merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE**, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree as follows:

1. Merger. PH MAUI shall be merged with and into PH HONOLULU, and PH HONOLULU does hereby merge PH MAUI with and into itself. On and after the effective date of the Merger:

(a) PH HONOLULU shall be the Surviving Corporation and shall continue to exist as a domestic corporation under the laws of the State of Florida, with all of the rights and obligations of such surviving domestic corporation as are provided by the Florida Business Corporation Act.

(b) PH MAUI, as a constituent corporation, shall cease to exist and its property shall become the property of PH HONOLULU as the Surviving Corporation.

2. Articles of Incorporation; By-Laws. The Articles of Incorporation and By-Laws of PH HONOLULU shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. Directors. The Board of Directors of PH HONOLULU shall continue as the Board of Directors of the Surviving Corporation.

4. Cancellation of PH MAUI Shares. All issued and outstanding common shares of PH MAUI and the certificates representing such shares shall be surrendered and canceled on the effective date of the merger. Since all of the common shares of both PH MAUI and PH HONOLULU are owned by the same shareholder, PHII, upon consummation of the Merger, no conversion of the issued and outstanding shares of PH MAUI into PH HONOLULU shares is necessary.

5. Surviving Corporation's Shares. All issued and outstanding common shares of PH HONOLULU and the certificates representing such shares shall continue unchanged and remain as issued and outstanding shares of PH HONOLULU.

6. Shareholder Approval. This Plan of Merger shall be submitted to the sole shareholder of each of PH MAUI and PH HONOLULU, PHII, for approval. If and when such approval is obtained, the proper officers of each corporation shall be and hereby are authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

7. Abandonment of Plan. Notwithstanding any of the provisions of this Plan of Merger, the Board of Directors of PH MAUI or PH HONOLULU, at any time prior to the effective date of the Merger, and for any reason it may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan of Merger shall thereby be canceled and become null and void.