

P94000033340

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December 23, 1998

EFFECTIVE DATE
12/27/98

FILED
DEC 23 AM 8:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Via Hand Delivery

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

000002720710--9
-12/23/98--01048--016
****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

Mergen

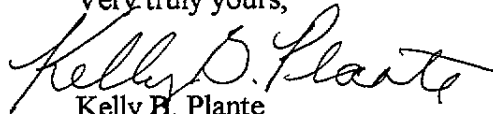
VS DEC 24 1998

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

MERGING:

ALL STAR CAFE (REGION VIII), INC., a Florida corporation, P97000021200

,

INTO

ALL STAR CAFE (NEW YORK), INC., a Florida corporation, P94000033340

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

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
MERGING
ALL STAR CAFE (REGION VIII), INC., a Florida corporation
WITH AND INTO
ALL STAR CAFE (NEW YORK), INC., a Florida corporation**

FILED
98 DEC 23 AM 8: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/22/98

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, ALL STAR CAFE (REGION VIII), INC., a Florida corporation, and ALL STAR CAFE (NEW YORK), INC., a Florida corporation, hereby adopt the following Articles of Merger:

ARTICLE I

ALL STAR CAFE (REGION VIII), INC., (hereinafter referred to as "REGION VIII"), and ALL STAR CAFE (NEW YORK), INC., (hereinafter referred to as "NEW YORK"), hereby merge, with NEW YORK as the surviving corporation.

ARTICLE II

The Articles of Incorporation of NEW YORK shall continue as the Articles of Incorporation of the surviving corporation.

ARTICLE III

The Plan of Merger pursuant to which REGION VIII merges with and into NEW YORK (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 REGION VIII, NEW YORK and the sole shareholder of each of REGION VIII and NEW YORK, All Star Cafe International, Inc., pursuant to Sections 607.1101 and 607.1103 of the Florida Business Corporation Act.

ARTICLE V

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

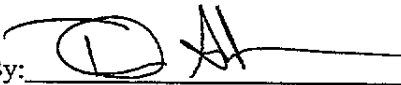
All issued and outstanding common shares of REGION VIII and the certificates representing such shares shall be surrendered and canceled on the effective date of the merger. Since all of the common shares of both REGION VIII and NEW YORK are owned by the same shareholder, upon consummation of the merger,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

ARTICLE VI


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

Dated this 22nd day of December, 1998.

ALL STAR CAFE (REGION VIII), INC., a
Florida corporation

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

ALL STAR CAFE (NEW YORK), INC., a
Florida corporation

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

**PLAN OF MERGER
BETWEEN
ALL STAR CAFE (REGION VIII), INC., a Florida corporation
AND
ALL STAR CAFE (NEW YORK), INC., a Florida corporation**

THIS PLAN OF MERGER is made and entered into as of the 22 day of December, 1998, by and between **ALL STAR CAFE (REGION VIII), INC.** ("REGION VIII"), a Florida corporation, and **ALL STAR CAFE (NEW YORK), INC.** ("NEW YORK" or the "Surviving Corporation"), also a Florida corporation, providing that REGION VIII shall merge with and into NEW YORK, 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, NEW YORK is a Florida corporation with its principal place of business at 8669 Commodity Circle, Orlando, Florida; and

WHEREAS, the aggregate number of shares that NEW YORK is authorized to issue is 1,000 shares at \$.01 par value, of which 250 shares are issued to its sole shareholder, All Star Cafe International, Inc. ("All Star"), a Florida corporation; and

WHEREAS, REGION VIII is a Florida corporation with its principal place of business at 8669 Commodity Circle, Orlando, Florida; and

WHEREAS, the aggregate number of shares that REGION VIII is authorized to issue is 1,000 shares at \$.01 par value, of which 500 shares are issued to its sole shareholder, All Star; 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 NEW YORK.

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. REGION VIII shall be merged with and into NEW YORK, and NEW YORK does hereby merge REGION VIII with and into itself. On and after the effective date of the Merger:

(a) NEW YORK 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) REGION VIII, as a constituent corporation, shall cease to exist and its property shall become the property of NEW YORK as the Surviving Corporation.

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

3. Directors. The Board of Directors of NEW YORK shall continue as the Board of Directors of the Surviving Corporation.

4. Cancellation of REGION VIII Shares. All issued and outstanding common shares of REGION VIII 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 REGION VIII and NEW YORK are owned by the same shareholder, All Star, upon consummation of the Merger, no conversion of the issued and outstanding shares of REGION VIII into NEW YORK shares is necessary.

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

6. Shareholder Approval. This Plan of Merger shall be submitted to the sole shareholder of each of REGION VIII and NEW YORK, All Star, 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 REGION VIII or NEW YORK, 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.