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Mail To:
P.O. Box 5878
Tallahassee FL 32314

[illegible]

ORDER DATE [illegible]

ORDER TIME [illegible] AM

ORDER NO [illegible]

CUSTOMER: Mrs. Mary Ellen [illegible]
RAY [illegible] & ROBINSON
[illegible] Bank Building, Suite 2200
[illegible] E. Pine Street
Orlando, FL [illegible]

FILED
95 FEB -7 AM 7:47

DOMESTIC FILING

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NAME: PLANET HOLLYWOOD [illegible]RLANDO
[illegible]TRIBUTION, INC.

XXXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
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ARTICLES OF INCORPORATION
OF
PLANET HOLLYWOOD (ORLANDO DISTRIBUTION), INC.

ARTICLE I - NAME

The name of this corporation is PLANET HOLLYWOOD (ORLANDO DISTRIBUTION), INC. The mailing address of the corporation shall be 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This 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

This corporation is authorized to issue 1,000 shares of $.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

201 East Pine Street, Suite 1200
Orlando, Florida 32801

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

Byrd F. Marshall, Jr.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the initial directors of this corporation is as follows:

Name	Street Address
Robert I. Earl	7380 Sand Lake Road, #650 Orlando, Florida 32819
Keith Barish	140 West 57th Street 13th Floor New York, New York 10019

ARTICLE VII - INCORPORATOR

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

Name	Address
Byrd F. Marshall, Jr.	201 East Pine Street Suite 1200 Orlando, Florida 32801

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of February, 1995.

Byrd F. Marshall, Jr.
Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged, before me, on February 6, 1995, by Byrd F. Marshall, Jr. The Incorporator is personally known to me or has produced ______________________ as identification and did/did not take an oath.

Notary Public

My Commission Expires:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Planet Hollywood (Orlando Distribution), Inc., I hereby accept and agree to act in this capacity.

Byrd F. Marshall, Jr.

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