

1201 HAYS STREET

TALLAHASSEE, FL 32301

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 6111000032

REFERENCE : 629755 6162A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

700001528137

ORDER DATE : June 30, 1995

ORDER TIME : 10:39 AM

ORDER NO. : 629755

CUSTOMER NO: 6162A

CUSTOMER: Ms. Mary Ellen Morris-adams
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

RUSH WILL WAIT

DOMESTIC FILING

NAME: PLANET HOLLYWOOD (TEL AVIV),
INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
JUN 30 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUN 30 1995

ARTICLES OF INCORPORATION
OF
PLANET HOLLYWOOD (TEL AVIV), INC.

FILED
95 JUN 30 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PLANET HOLLYWOOD (TEL AVIV), 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 in accordance with the Bylaws, but shall never be less than one (1).

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

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	7380 Sand Lake Road Suite 600 Orlando, Florida 32819
Keith Barish	7380 Sand Lake Road Suite 600 Orlando, Florida 32819

ARTICLE VII - INCORPORATOR

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

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

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws 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 29th day of June, 1995.



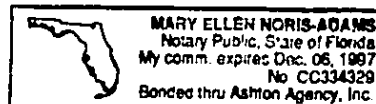
Byrd F. Marshall, Jr.
Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged, before me, on June 29, 1995, by Byrd F. Marshall, Jr. The Incorporator is personally known to me and 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 (TEL AVIV), INC., I hereby accept and agree to act in this capacity.


Byrd F. Marshall, Jr.

madame\planet\telaviv.art

FILED
95 JUN 30 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA