

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222-0000
904 222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 652627 6162A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : August 2, 1995

ORDER TIME : 10:25 AM

ORDER NO. : 652627

CUSTOMER NO: 6162A

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

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

DOMESTIC FILING

NAME: PLANET HOLLYWOOD (FASHION),
INC.

XXXX 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. Rozer

EXAMINER'S INITIALS: _____

FILED
95 AUG -2 PM 2:51
SECRET
TALLAHASSEE, FLORIDA

T. BROWN
AUG - 2 1995

ARTICLES OF INCORPORATION
OF
PLANET HOLLYWOOD (FASHION), INC.

FILED
95 AUG -2 PM 2:51
SECRET
FALL 1995
DATE
FBI/DOJ

ARTICLE I - NAME

The name of this corporation is PLANET HOLLYWOOD (FASHION), 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 (2) 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 32819


ARTICLE VIII - BY-LAWS

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 1st day of August, 1995.

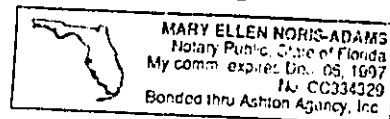

Byrd F. Marshall, Jr.
Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged, before me, on August 1, 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 (FASHION), INC., I hereby accept and agree to act in this capacity.

CCB
Byrd F. Marshall, Jr.

mona\planet\fashion.art

FILED
95 AUG -2 PM 2:51
TALLAHASSEE
FLA



THE UNITED STATES
CORPORATION
COMPANY

P95000059707

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97 AUG 19 AM 9 51
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 501272 5011226

AUTHORIZATION : Patuca Projects

COST LIMIT : \$ 87.50

ORDER DATE : August 19, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 501272-005

CUSTOMER NO: 5011226

500002271325--4

CUSTOMER: Melissa L. Wilson, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: PLANET HOLLYWOOD (FASHION),
INC.

EFFECTIVE DATE:

8/20/97

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

97 AUG 19 PM 9 51
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PLANET HOLLYWOOD (FASHION), INC.

FILED
97 AUG 19 AM 9 51
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Scott E. Johnson, Senior Vice President of Planet Hollywood (Fashion), Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is PLANET HOLLYWOOD (FASHION), INC.

ARTICLE SECOND: ARTICLE 1 of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE 1 in its entirety and restating it as follows:

"ARTICLE 1 - NAME

The name of this corporation is COOL PLANET, INC. The mailing address of this corporation shall be 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819."


ARTICLE THIRD: These Articles of Amendment to the Articles of Incorporation shall be effective as of August 12, 1997.

ARTICLE FOURTH: The foregoing amendment to the Articles of Incorporation reflected in Article Second above has been duly adopted and approved by both the Board of Directors and the sole Shareholder of the Corporation by written consents to action in lieu of a special meeting, and the necessary number of shares as required by statute have voted in favor of the amendment.

Thus, these Articles of Amendment to the Articles of Incorporation have been duly adopted in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act. on August 13, 1997.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be signed by its Senior Vice President this 13th day of August, 1997.

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

By: 
Scott E. Johnson, Senior Vice President