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FILED  
96 MAY -8 AM 10:49  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 945083 5011226

AUTHORIZATION

*Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : May 7, 1996

ORDER TIME : 1:25 PM

ORDER NO. : 945083

300001812283

CUSTOMER NO: 5011226

CUSTOMER: Patricia Duncan, Legal Asst  
GRAY HARRIS & ROBINSON

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

*W96-9963  
502*

DOMESTIC FILING

NAME: PLANET HOLLYWOOD (NEW YORK  
CITY), INC.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

*TH  
5-14-96*

*Ok per  
Lyn  
limited corp  
named corp  
587707  
not to "assume"  
(NY) stands for  
New York*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

May 9, 1996

**RESUBMIT**

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

Please give original  
submission date as file date.

SUBJECT: PLANET HOLLYWOOD (NEW YORK CITY), INC.  
Ref. Number: W96000009963

We have received your document for PLANET HOLLYWOOD (NEW YORK CITY), INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 896A00022785

RECEIVED  
95 MAY 10 PM 1:08  
DIVISION OF CORPORATIONS

*Per Sharon go ahead  
+ file!*

ARTICLES OF INCORPORATION  
OF  
PLANET HOLLYWOOD (NEW YORK CITY), INC.

FILED  
96 MAY -8 11:10:40  
TALLAH. FLORIDA

ARTICLE I - NAME

The name of this corporation is PLANET HOLLYWOOD (NEW YORK CITY), INC. The mailing address of the corporation shall be 7380 Sand Lake Road, Suite 650, 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 E. Pine Street, Suite 1200  
Orlando, Florida 32801

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

Michael E. Neukamm

#### 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 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 Orlando, Florida 32819
Keith Barish	7380 Sand Lake Road Orlando, Florida 32819

#### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 E. Pine St., Suite 1200 Orlando, Florida 32801

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the 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 6th day of May, 1996.

FILED  
96 MAY -6 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Michael E. Neukamm  
Michael E. Neukamm  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of May, 1996, by Michael E. Neukamm, who is personally known to me and did not take an oath.



AFFIX NOTARY STAMP

Becky P. McKay  
Signature of Notary Public  
BECKY P. MCKAY  
(Print Notary Name)  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of PLANET HOLLYWOOD (NEW YORK CITY), INC., I hereby accept and agree to act in this capacity.

Michael E. Neukamm  
Michael E. Neukamm