

Division of Corporations

P990000110306

Florida Department of State
Division of Corporations
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BASIC AMENDMENT**PLANET HOLLYWOOD MEMORABILIA, INC.**

Certificate of Status	0
Certified Copy	0
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*Amended & Restated
Art.*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 9, 2003

PLANET HOLLYWOOD MEMORABILIA, INC.
8669 COMMODITY CIR.
ORLANDO, FL 32819

SUBJECT: PLANET HOLLYWOOD MEMORABILIA, INC.
REF: P99000110306

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000097238
Letter Number: 403A00021175



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 1, 2003

PLANET HOLLYWOOD MEMORABILIA, INC.
8669 COMMODITY CIR.
ORLANDO, FL 32819

SUBJECT: PLANET HOLLYWOOD MEMORABILIA, INC.
REF: P99000110306

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000097238
Letter Number: 203A00019563

CSC

5184334741

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H030000972387

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PLANET HOLLYWOOD MEMORABILIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 APR -1 PM 4:52

The undersigned, being the Vice President of Planet Hollywood Memorabilia, Inc., a Florida corporation (the "Corporation"), originally incorporated in the State of Florida on December 22, 1999, hereby certifies that, for the purpose of amending and restating its Articles of Incorporation, the following amended and restated articles of incorporation have been duly adopted by the Board of Directors on March 31, 2003 in accordance with Chapter 607, Florida Statutes, and that such articles of incorporation do not contain any amendment requiring shareholder approval:

ARTICLE I - NAME

The name of this corporation is PLANET HOLLYWOOD MEMORABILIA, INC.. The mailing address of the Corporation shall be 8663 Commodity Circle, Orlando, Florida 32819.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The 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

A. The Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

B. Notwithstanding anything to the contrary set forth herein, the Corporation shall not issue any non-voting equity securities; provided, however, that this provision, included in this Amended and Restated Articles of Incorporation in compliance with Section 1123(a)(6) of the United States Bankruptcy Code of 1978, as amended (the "Bankruptcy Code"), shall have no force and effect beyond that required by Section 1123(a)(6) of the Bankruptcy Code and shall be effective only for so long as Section 1123(a)(6) of the Bankruptcy Code is in effect and applicable to the Corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

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

8663 Commodity Circle
Orlando, Florida 32819

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

Mark S. Helm

ARTICLE VI - BOARD OF DIRECTORS

A. The Corporation shall have one director. 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 name and address of the director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	8663 Commodity Circle Orlando, Florida 32819

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Mark S. Helm	8663 Commodity Circle Orlando, Florida 32819

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

The 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.

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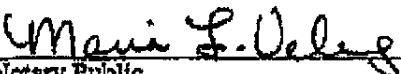
FAX:850 521 1010 PAGE 6/ 7
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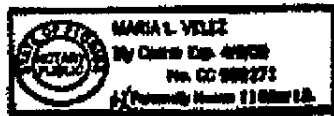
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 1 day of April, 2003.


Mark S. Helm, Vice President

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged before me on April 1
2003, by [Mark S. Helm]. The Vice President is personally known to me and did not
take an oath.


Notary Public



FILE No.728 04/09 '03 13:02 ID:CSC
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FAX:850 521 1010 PAGE 7/ 7
04/07 '03 13:23 NO.682 05/05

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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


Mark S. Helm