

FORM PTO-1618A
Expires 09/30/99
OMB 0651-0027

07-10-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



RE 10.1772425
TRADEMARKS ONLY

MAR 28 2001

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other _____
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

MR
3.28.01

Conveying Party

Mark if additional names of conveying parties attached

Name Playboy Enterprises International, Inc.

Execution Date
Month Day Year
3 15 99

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party 2412958

Mark if additional names of receiving parties attached

Name Playboy Enterprises International, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 680 N. Lake Shore Drive

Address (line 2) _____

Address (line 3) Chicago Illinois 60611

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002325 FRAME: 0336

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address Area Code and Telephone Number 312/571-8000

Name Julie Brown
Address (line 1) Playboy Enterprises International, Inc.
Address (line 2) 680 N. Lake Shore Drive
Address (line 3) Chicago, IL 60611; USA
Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachments. # _____

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
_____	_____	_____	<u>2412958</u>	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed Deposit Account
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 16-2117

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Julie Brown _____ March 27, 2001
Name of Person Signing Signature Date Signed

(MON) 3. 15' 99 13:57/ST. 13:57/NO. 4261967814 P 6
 STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 01:41 PM 03/15/1999
 991099409 - 0611312

CERTIFICATE OF MERGER
for the merger of
PLAYBOY ACQUISITION CORP.
into
PLAYBOY ENTERPRISES, INC.

Pursuant to Section 251(g) of the
 Delaware General Corporation Law

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Playboy Acquisition Corp.	Delaware
Playboy Enterprises, Inc.	Delaware

2. An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

3. Playboy Enterprises, Inc. shall be the surviving corporation of the merger. Article FIRST of the Restated Certificate of Incorporation of Playboy Enterprises, Inc. shall be amended in the merger to change the name of the corporation to Playboy Enterprises International, Inc. Consequently, the name of the surviving corporation shall be Playboy Enterprises International, Inc.

4. The Restated Certificate of Incorporation of Playboy Enterprises, Inc., with such amendments as are effected by the merger and as are required by Section 251(g) of the Delaware General Corporation Law, including the above-referenced amendment to Article FIRST of the Restated Certificate of Incorporation and an amendment adding a new Article THIRTEENTH, which amendments are attached to this Certificate of Merger as Exhibit A, shall, as so amended, constitute the Restated Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 680 North Lake Shore Drive, Chicago, Illinois 60611.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Playboy Enterprises, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 15th day of March, 1999.

PLAYBOY ENTERPRISES, INC.

By: 

Name: Howard Shapiro
Title: Executive Vice President,
Law and Administration,
General Counsel and Secretary

FROM PLAYBOY LAW DEPARTMENT 312-266-2042

(TUE) 7.10'01 10:36/ST.10:29/NO.4261967814 P.9

TRUST COVER 312-674-8340

(MON) 03.22.99 13:29/ST.13:25/NO.3880870390 P.3

(MON) 3.15'99 13:57/ST.13:55/NO.4261979930 P.3

EXHIBIT A

"FIRST: The name of the corporation is **PLAYBOY ENTERPRISES INTERNATIONAL, INC.**"

"THIRTEENTH: Any act or transaction by or involving the Corporation that requires for its adoption the approval of its stockholders pursuant to the Delaware General Corporation Law or the provisions of this certificate of incorporation shall, pursuant to subsection (g) of § 251 of the Delaware General Corporation Law, require, in addition, the approval of the stockholders of Playboy Enterprises, Inc. (and any successor by merger) by the same vote as is required pursuant to the Delaware General Corporation Law and/or the provisions of this certificate of incorporation, as the case may be."