

07-19-2001



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Re

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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 #

MTC  
3.28.01

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

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

Other

Citizenship/State of Incorporation/Organization

Receiving Party

24/2958

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

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.)

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: 002330 FRAME: 0640

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2412958"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

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

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: #

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  
Name of Person Signing



Signature

March 27, 2001  
Date Signed

(MON) 3/15/99 13:57/ST. 13:57

STATE OF DELAWARE  
SECRETARY OF STATE 6  
DIVISION OF CORPORATIONS  
FILED 01:41 PM 03/15/1999  
991099409 - 0611512

**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

At

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."