

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/15/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Playboy Enterprises, Inc.		03/15/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Playboy Enterprises International, Inc.
Street Address:	680 N. Lake Shore Drive
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60611
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2316371	SEXCETERA

CORRESPONDENCE DATA

Fax Number: (312)266-2042
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (312) 751-8000
 Email: uspto@playboy.com
 Correspondent Name: Playboy Enterprises International, Inc.
 Address Line 1: 680 N. Lake Shore Drive
 Address Line 4: Chicago, ILLINOIS 60611

NAME OF SUBMITTER:	Michele McCoy
Signature:	/Michele McCoy/
Date:	10/05/2006

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Total Attachments: 4

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PLAYBOY ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "PLAYBOY ENTERPRISES, INC." UNDER THE NAME OF
"PLAYBOY ENTERPRISES INTERNATIONAL, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH,
A.D. 1999, AT 1:41 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9827296

DATE:

06-24-99

TRADEMARK

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STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 01:41 PM 03/15/1999
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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.


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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

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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."