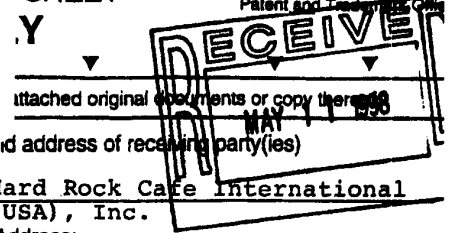


Tab settings ▼



100718058



To the Honorable Commissioner of

attached original documents or copy thereof

1. Name of conveying party(ies):
Hard Rock Cafe Licensing Corporation

2. Name and address of receiving party(ies)

Name: Hard Rock Cafe International
(USA), Inc.

Internal Address:

Street Address: 5401 Kirkman Road

City: Orlando State: FL ZIP: 32819

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (New York)
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other

Additional name(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: 12/31/97

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
See Attachment

B. Trademark Registration No.(s)
See Attachment

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ralph W. Kalish, Jr.

Internal Address:

Street Address: Peper, Martin, et al.
720 Olive Street - 24th Fl.

City: St. Louis State: MO ZIP: 63101

6. Total number of applications and registrations involved: 46

7. Total fee (37 CFR 3.41).....\$ 1,165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

11-0160

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Ralph W. Kalish, Jr.
Name of Person Signing

Ralph W. Kalish, Jr.
Signature

May 15, 1998
Date

Total number of pages including cover sheet, attachments, and document: 26

Mail documents to be recorded with required cover sheet information to:
Patent and Trademark Office, Box 400
Commissioner of Patents & Trademarks
Washington, D.C. 20231

TRADEMARK

REGISTRATION NO. 0317

1377
1377
1377
1377

TRADEMARK	SERIAL NUMBER	DATE OF FILING	REGIST. NUMBER	DATE REG.
HARD ROCK CAFE	73-397,951	19820930	1,397,180	19860610
HARD ROCK CAFE	73-399,618	19821006	1,398,940	19860624
HARD ROCK CAFE	73-581,481	19860206	1,408,637	19860909
HARD ROCK CAFE	73-658,783	19870504	1,504,905	19880920
HARD ROCK CAFE	73-658,782	19870504	1,504,904	19880920
HARD ROCK CAFE	73-666,371	19870615	1,492,907	19880621
HARD ROCK CAFE	73-833,572	19891024	1,635,792	19910219
HARD ROCK CAFE	74-478,351	19940111	1,872,588	19950110
HARD ROCK CAFE	74-499,384	19940314	2,006,584	19961008
HARD ROCK CAFE	75-115,636	19960607	2,052,776	19970415
HARD ROCK HOTEL	74-178,269	19910620	1,909,483	19950801
HARD ROCK HOTEL	75-000,865	19951002	2,029,859	19970114
HARD ROCK HOTEL	75-000,691	19951002	2,038,394	19970218
HARD ROCK HOTEL	75-000,022	19951002	2,038,391	19970218
HARD ROCK HOTEL	75-000,021	19951002	2,029,855	19970114
HARD ROCK HOTEL	75-000,020	19951002	2,029,854	19970114
HARD ROCK HOTEL	75-000,001	19951002	2,031,803	19970121
HARD ROCK HOTEL	75-003,781	19951010	2,029,870	19970114
HARD ROCK HOTEL	75-003,272	19951010	2,029,868	19970114
HARD ROCK HOTEL	75-003,099	19951010	2,029,866	19970114
HARD ROCK HOTEL	75-003,086	19951010	2,045,559	19970318
HARD ROCK HOTEL	75-002,759	19951010	2,031,811	19970121
HARD ROCK HOTEL	75-124,852	19960624	2,047,974	19970325
HARD ROCK HOTEL	75-124,561	19960624	2,051,003	19970408
HARD ROCK HOTEL	75-124,560	19960624	2,051,002	19970408
HARD ROCK HOTEL	75-124,559	19960624	2,049,272	19970401
HARD ROCK HOTEL	75-124,041	19960624	2,055,449	19970422
HARD ROCK HOTEL	75-124,038	19960624	2,055,448	19970422
HARD ROCK HOTEL	75-123,833	19960624	2,063,319	19970520
HARD ROCK HOTEL	75-124,918	19960625	2,069,638	19970610
HARD ROCK HOTEL	75-234,938	19970203	2,119,997	19971209
HARD ROCK HOTEL	75-234,934	19970203	2,119,996	19971209
HARD ROCK HOTEL	75-234,933	19970203	2,119,995	19971209
HARD ROCK HOTEL	75-234,932	19970203	2,119,994	19971209
HARD ROCK HOTEL	75-237,340	19970206	2,120,014	19971209
HARD ROCK HOTEL	75-237,326	19970206	2,118,100	19971202
HARD ROCK HOTEL	75-237,321	19970206	2,120,013	19971209
HARD ROCK HOTEL	75-237,320	19970206	2,120,012	19971209
HARD ROCK HOTEL	75-330,024	19970724		
HARD ROCK HOTEL	75-329,762	19970724		
HARD ROCK TIMES	73-715,908	19880310	1,549,089	19890725
LIL'ROCK	75-976,732	19960607		
LIL'ROCK	75-115,635	19960607		
LOVE ALL SERVE ALL	74-015,968	19900103	1,713,000	19920908
SAVE THE PLANET	74-070,062	19900618		
SPORTS ROCK CAFE	73-730,580	19880524	1,714,346	19920908

TRADEMARK
REEL: 1729 FRAME: 0318

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of HARD ROCK CAFE INTERNATIONAL (USA), INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P96000046611.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Nineteenth day of February, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

REEL: 1729 FRAME: 0319

P96000046011

1201 HAYS STREET
TALLAHASSEE, FL 32309-2007
800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 973256 4334618

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piquet

ORDER DATE : June 3, 1996

ORDER TIME : 9:36 AM

ORDER NO. : 973256

CUSTOMER NO: 4334618

CUSTOMER: Mr. Lesl' O. Jones
RANK AMERICA INC.

0000018481100

5 Concourse Parkway
Suite 2400
Atlanta, GA 303285350

DOMESTIC FILING

NAME: RANK LICENSING, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

JP/3/96

FILED
STATE
JUN 3 1996
PH 1:14

ARTICLES OF INCORPORATION

OF

RANK LICENSING, INC.

FILED
66 JUN -3 11 11 AM

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is:

Rank Licensing, Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The street address of the Corporation shall be 5401 Kirkman Road, Suite 200, Orlando, Florida 32801 and the mailing address shall be 5 Concourse Parkway, Suite 2400, Atlanta, Georgia 30328.

FOURTH: The number of shares which the Corporation is authorized to issue is One Thousand (1000), all of which are of a par value of \$1.00 each and are of the same class and are to be Common shares.

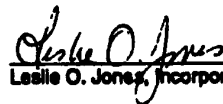
FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at said registered office is The Prentice-Hall Corporation System, Inc. The written acceptance of said initial registered agent, as required in Section 607.0601(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

Leslie O. Jones
Five Concourse Parkway, Suite 2400
Atlanta, Georgia 30328

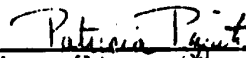
SEVENTH: No holder of any shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: 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.


Leslie O. Jones, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 
Name: Patricia Piant
Title: Asst. Sec.
Date: 6-3-96

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RANK LICENSING, INC.

FILED
96 JUL -3 11 21 13
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article FIRST of the Articles of Incorporation of the corporation is hereby amended to read as follows:

"FIRST: The name of the corporation (hereinafter "corporation") is:
Hard Rock Cafe Licensing, Inc."

SECOND: The date of the adoption of the amendment is June 10, 1996.

THIRD: The amendment was approved by the shareholders and the number of votes cast for the amendment was sufficient for approval.

Signed this 26th day of June, 1996.


Leslie O. Jones, Secretary

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 APR -2 PM 12: 29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

HARD ROCK CAFE LICENSING, INC.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)
Article FIRST of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"FIRST: The name of the corporation (hereinafter "Corporation") is: Hard Rock Cafe International (USA), Inc."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 31, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 31st of March, 19 97

Signature Leslie O. Jones Secretary
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By and incorporator if adopted by the incorporators)

Leslie O. Jones

Typed or printed name

Title

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: HARD ROCK CAFE INTERNATIONAL (USA), INC.

1b. Date of incorporation 6/3/96 Document number P96000046611

2. The name and address of the current registered agent and office:
The Postice-Hell Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Leslie O. Jones
SIGNATURE
8/11/97
DATE

Leslie O. Jones Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: Mary R. Adams
(Registered Agent) Asst. Sec.
DATE August 18, 1997

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2ED45 (7-91)
(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of HARD ROCK CAFE INTERNATIONAL (USA), INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P96000046611.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fourth day of September, 1997



CR2EO22 (2-95)

A handwritten signature in cursive script, reading 'Sandra B. Northam'.

Sandra B. Northam
Secretary of State

REEL: 1729 FRAME: 0327

ARTICLES OF INCORPORATION

OF

RANK LICENSING, INC.

FILED
SECRETARY OF STATE
FLORIDA CORPORATION

96 JUN -3 PM 1:14

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is:

Rank Licensing, Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The street address of the Corporation shall be 5401 Kirkman Road, Suite 200, Orlando, Florida 32801 and the mailing address shall be 5 Concourse Parkway, Suite 2400, Atlanta, Georgia 30328.

FOURTH: The number of shares which the Corporation is authorized to issue is One Thousand (1000), all of which are of a par value of \$1.00 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at said registered office is The Prentice-Hall Corporation System, Inc. The written acceptance of said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

**Leslie O. Jones
Five Concourse Parkway, Suite 2400
Atlanta, Georgia 30328**

FILED
STATE
CORPORATIONS
20 JUN - 3 11:16

SEVENTH: No holder of any shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: 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.

Leslie O. Jones
Leslie O. Jones, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Patricia Pizuto
Name: Patricia Pizuto
Title: Asst. Sec.
Date: 6-3-96

TRADEMARK

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RANK LICENSING, INC.

FILED
96 JUL -3 11:12:03
SEC
TALL

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

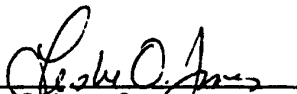
FIRST. Article FIRST of the Articles of Incorporation of the corporation is hereby amended to read as follows:

"FIRST: The name of the corporation (hereinafter "corporation") is:
Hard Rock Cafe Licensing, Inc."

SECOND: The date of the adoption of the amendment is June 10, 1996.

THIRD: The amendment was approved by the shareholders and the number of votes cast for the amendment was sufficient for approval.

Signed this 28th day of June, 1996.


Leslie O. Jones, Secretary

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 APR -2 7H 12: 29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

HARD ROCK CAFE LICENSING, INC.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*
Article FIRST of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"FIRST: The name of the corporation (hereinafter "Corporation") is: Hard Rock Cafe International (USA), Inc."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 31, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 31st of March, 19 97.

Signature Leslie O. Jones, Secretary
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By and incorporator if adopted by the incorporators)

Leslie O. Jones

Typed or printed name

Title

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on November 26, 1997, effective December 31, 1997, as shown by the records of this office.

The document number of the surviving corporation is P96000046611.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Second day of March, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

REEL: 1729 FRAME: 0333

Document Number Only

P9600004661

CT. CORPORATION SYSTEM

600002357896-- 0

-11/26/97--01065-019
###175.00 ###175.00

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

EFFECTIVE DATE
12-31-97

Ad

Ch

FILED
91 NOV 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
HARD ROCK CAFE, INC.,
N HARD ROCK CAFE INTERNATIONAL, INC. (DEL.),
HARD ROCK CAFE FRANCHISE, INC.,
AND
HARD ROCK CAFE LICENSING CORPORATION
WITH AND INTO
HARD ROCK CAFE INTERNATIONAL (USA), INC.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

NOV 26 1997

Morgan
Jeff

Thanks,
Jeff

RECEIVED
91 NOV 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000046611

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

HARD ROCK CAFE, INC., a Delaware corporation, #F93000005594

HARD ROCK CAFE INTERNATIONAL, INC. (DEL), a Delaware corporation not qualified

HARD ROCK CAFE FRANCHISE, INC., a Delaware corporation not qualified

HARD ROCK CAFE LICENSING CORPORATION, a New York corporation, #F97000003973

INTO

HARD ROCK CAFE INTERNATIONAL (USA), INC., a Florida corporation, P96000046611.

File date: November 26, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson

TRADEMARK

REEL: 1729 FRAME: 0335

EFFECTIVE DATE

12-31-97

ARTICLES OF MERGER
OF
HARD ROCK CAFE, INC.,
HARD ROCK CAFE INTERNATIONAL, INC. (DEL.),
HARD ROCK CAFE FRANCHISE, INC.,
AND
HARD ROCK CAFE LICENSING CORPORATION
WITH AND INTO
HARD ROCK CAFE INTERNATIONAL (USA), INC.

FILED
97 NOV 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"), the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging Hard Rock Cafe, Inc., a Delaware corporation, Hard Rock Cafe International, Inc. (Del.), a Delaware corporation, Hard Rock Cafe Franchise, Inc., a Delaware corporation, and Hard Rock Cafe Licensing Corporation, a New York corporation, with and into Hard Rock Cafe International (USA), Inc., a Florida corporation (collectively, the "Constituent Corporations").

SECOND: The laws of the states under which the foreign constituent corporations are organized permit such merger, and such foreign constituent corporations are complying with those laws in effecting the merger.

THIRD: The Plan of Merger has been approved by the shareholder and board of directors of each of the Constituent Corporations by unanimous written consent dated as of November 24, 1997.

FOURTH: The surviving domestic Constituent Corporation complies with Sections 607.1101 through 607.1105 of the Act.

FIFTH: The merger herein provided for shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 1997.

SIXTH: As to each of the Constituent Corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class at the time of the approval of the Plan of Merger by their respective shareholders and their adoption of a resolution authorizing the merger, are as follows:

TRADEMARK

REEL: 1729 FRAME: 0336

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Hard Rock Cafe International (USA), Inc.	1,000	Common	1,000
Hard Rock Cafe International, Inc. (Del.)	100	Common	100
Hard Rock Cafe, Inc.	1,000	Common	1,000
Hard Rock Cafe Franchise, Inc.	1,000	Common	1,000
Hard Rock Cafe Licensing Corporation	180	Common	180

SEVENTH: Each shareholder of the Surviving Constituent Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

EIGHTH: The Articles of Incorporation of the Surviving Constituent Corporation will not differ from its Articles of Incorporation before the merger.

[signature page to follow]

[signature page for Florida Articles of Merger]

SIGNED this 24th day of November, 1997.

HARD ROCK CAFE, INC.

By *John H. Watson*
John H. Watson, Vice President

By *Leslie O. Jones*
Leslie O. Jones, Secretary

HARD ROCK CAFE INTERNATIONAL,
INC. (DEL.)

By *John H. Watson*
John H. Watson, Vice President

By *Leslie O. Jones*
Leslie O. Jones, Secretary

HARD ROCK CAFE FRANCHISE, INC.

By *John H. Watson*
John H. Watson, Vice President

By *Leslie O. Jones*
Leslie O. Jones, Secretary

HARD ROCK CAFE LICENSING CORPORATION

By *John H. Watson*
John H. Watson, Vice President

By *Leslie O. Jones*
Leslie O. Jones, Secretary

HARD ROCK CAFE INTERNATIONAL (USA), INC.

By *John H. Watson*
John H. Watson, Vice President

By *Leslie O. Jones*
Leslie O. Jones, Secretary

usa/let

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated November 24, 1997, by and among HARD ROCK CAFE INTERNATIONAL, INC. (DEL.), a Delaware corporation formed under the name Hard Rock America, Inc. ("HR(Del)"); HARD ROCK CAFE, INC., a Delaware corporation ("HRC"); HARD ROCK CAFE FRANCHISE, INC., a Delaware corporation ("HRCF"), HARD ROCK CAFE LICENSING CORPORATION, a New York corporation ("HRCL"), and HARD ROCK CAFE INTERNATIONAL (USA), INC., a Florida corporation formed under the name Rank Licensing, Inc. ("HRUSA") (collectively, the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Board of Directors of each of HR(Del), HRC, HRCF and HRCL desire that each such corporation merge with and into HRUSA, pursuant to Section 807.1101 of the Florida Business Corporation Act, as amended (the "Act"), and the Board of Directors of each of such corporations has approved this Agreement; and

WHEREAS, HRUSA has an authorized capital stock consisting of 1,000 shares of common stock, par value \$1.00 per share (the "HRUSA Common Stock"), of which 1,000 shares are issued and outstanding and are entitled to vote; and

WHEREAS, HR(Del) has an authorized capital stock consisting of 10,000 shares of common stock, par value \$1.00 per share (the "HR(Del) Common Stock"), of which 100 shares are issued and outstanding and are entitled to vote; and

WHEREAS, HRC has an authorized capital stock consisting of 7,500 shares of common stock, par value \$.01 per share (the "HRC Common Stock"), of which 1,000 shares are issued and outstanding and are entitled to vote; and

WHEREAS, HRCF has an authorized capital stock consisting of 1,000 shares of common stock, par value \$1.00 per share (the "HRCF Common Stock"), of which 1,000 shares are issued and outstanding and are entitled to vote; and

WHEREAS, HRCL has an authorized capital stock consisting of 200 shares of common stock, no par value per share (the "HRCL Common Stock"), of which 180 shares are issued and outstanding and are entitled to vote.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree that HR(Del), HRC, HRCF and HRCL shall be merged into HRUSA, and the other transactions hereinafter described shall be consummated, all under the terms and conditions herein set forth:

ARTICLE 1

1.1 The Merger. Effect of Merger. On the Effective Date (as defined in paragraph 1.2 below), HR(Del), HRC, HRCF and HRCL shall be merged into HRUSA (the "Merger"), the separate existence of HR(Del), HRC, HRCF and HRCL shall cease, and HRUSA, as the surviving corporation (the "Surviving Corporation") shall continue its corporate existence, pursuant to the laws of the State of Florida.

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1.2 Effective Date. The Effective Date of the Merger shall be 11:59 p.m. Eastern Standard Time on December 31, 1997, the date set forth in the Articles of Merger which shall be filed in the office of the Secretary of State of the State of Florida and in the Certificates of Merger which shall be filed with the Secretary of State of each of New York and Delaware.

ARTICLE 2

2.1 HRUSA Articles of Incorporation. The Articles of Incorporation of HRUSA in effect on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Corporation, until further amended as provided by law.

2.2 HRUSA Bylaws. The Bylaws of HRUSA in effect on the Effective Date shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

2.3 Directors and Officers. The directors and officers of HRUSA on the Effective Date shall continue to serve as directors and officers of the Surviving Corporation until the expiration of their respective terms, or their prior resignation, removal or death.

ARTICLE 3

3.1 HRUSA Common Stock. On or as of the Effective Date, each share of HRUSA Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue to represent one issued and outstanding share of common stock, par value \$1.00 per share, of the Surviving Corporation.

3.2 Common Stock of HR(Del), HRC, HRCF and HRCL. On and as of the Effective Date, each share of the Common Stock of HR(Del), HRC, HRCF and HRCL issued and outstanding immediately prior thereto shall be surrendered and cancelled. No surrender of certificates representing shares of the Common Stock of HR(Del), HRC, HRCF and HRCL pursuant to this paragraph is required; and from and after the Effective Date all such certificates shall be deemed for all purposes surrendered and cancelled.

3.3 Status of Certificates After Effective Date. No exchange of certificates representing shares of HRUSA Common Stock pursuant to paragraph 3.1 is required; and from and after the Effective Date all such certificates shall be deemed for all purposes to be or represent the same number of shares of the Surviving Corporation.

3.4 Rights and Obligations of HR(Del), HRC, HRCF and HRCL. In accordance with the Act, the Surviving Corporation shall possess, insofar as permitted by the Act, all rights, privileges and powers of HR(Del), HRC, HRCF and HRCL; and all property and assets of HR(Del), HRC, HRCF and HRCL shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of HR(Del), HRC, HRCF and HRCL.

ARTICLE 4

4.1 Conditions to Merger. The consummation of the Merger and other transactions herein provided is subject to receipt of the requisite approval of the holders of the Common Stock of HR(Del), HRC, HRCF, HRCL and HRUSA. After such approval, all required documents shall be executed, filed and recorded, and all required action shall be taken, in order to consummate the Merger.

ARTICLE 5

5.1 Amendment. The parties hereto, by mutual consent of their respective Board of Directors, may amend this Agreement prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Certificate of Merger with the Secretary of State of each of New York and Delaware; provided, however, that an amendment made subsequent to the adoption of this Agreement by the shareholders of any of the parties hereto shall be subject to the limitations specified in the Act.

5.2 Termination. This Agreement may be terminated and the Merger and other transactions herein provided for abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Certificate of Merger with the Secretary of State of each of New York and Delaware, whether before or after adoption of this Agreement by the shareholders of HR(Del), HRC, HRCF, HRCL and HRUSA, if the Board of Directors of any Constituent Corporation determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interests.

ARTICLE 6

6.1 Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

6.2 Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

6.3 Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida.

6.4 Further Assurances. From time to time on and after the Effective Date, each party hereto agrees that it will execute and deliver or cause to be executed and delivered all such further assignments, assurances or other instruments, and shall take or cause to be taken all such further actions, as may be necessary or desirable to consummate the Merger provided for herein, and the other transactions contemplated by this Agreement.

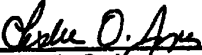
IN WITNESS WHEREOF, each of the parties hereto, pursuant to the authority duly granted by its Board of Directors, has caused this Agreement to be executed by a duly authorized officer thereof on the date first written above.

[signature page to follow]

[signature page for Agreement and Plan of Merger]


HARD ROCK CAFE, INC.

By 
John H. Watson
Vice President

By 
Leslie O. Jones
Secretary

HARD ROCK CAFE INTERNATIONAL,
INC. (DEL.)

By 
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