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MERGER OR SHARE EXCHANGE

SEMORAN PIZZA HUTS, INC.

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Merger

DC 12/21/05

December 15, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SEMORAN PIZZA HUTS, INC.
14841 DALLAS PKWY
DALLAS, TX 75240-2100US

SUBJECT: SEMORAN PIZZA HUTS, INC.
REF: 365060

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 TOP HALF OF THE PLAN OF MERGER IS INCORRECT. THE TOP HALF OF THE PLAN OF MERGER SHOULD READ AS FOLLOWS:

PLAN OF MERGER

(MERGER OF SUBSIDIARY CORPORATION(S))

THE FOLLOWING PLAN OF MERGER IS SUBMITTED IN COMPLIANCE WITH SECTION 607.1104, FLORIDA STATUTES, AND IN ACCORDANCE WITH THE LAWS OF ANY OTHER APPLICABLE JURISDICTION OF INCORPORATION.

THE NAME AND JURISDICTION OF THE PARENT CORPORATION OWNING AT LEAST 80 PERCENT OF THE OUTSTANDING SHARES OF EACH CLASS OF THE SUBSIDIARY CORPORATION:

SEMORAN PIZZA HUTS, INC. FLORIDA

THE NAME AND JURISDICTION OF EACH SUBSIDIARY CORPORATION:

SEMORAN MANAGEMENT CORPORATION FLORIDA

PLEASE CORRECT THE PLAN OF MERGER ACCORDINGLY.

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.

P.O BOX 6327 – Tallahassee, Florida 32314

FLORIDA DEPARTMENT OF STATE
Division of Corporations

Darlene Connell
Document Specialist

FAX Audit #: H05000285325
Letter Number: 905A00072071

P.O BOX 6327 – Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

12-26-05

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Semoran Pizza Huts, Inc.	Florida	365060

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Semoran Management Corporation	Florida	348748

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 /26 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/12/2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on ____________ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/12/2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on ____________ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Semoran Pizza Huts, Inc.		John J. Murphy, President
Semoran Management Corporation		John J. Murphy, President

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Semoran Management Corporation	Florida

The name and jurisdiction of each subsidiary corporation:

Name	Jurisdiction
Semoran Pizza Huts, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Effect on Capital Stock. Semoran Management Corporation owns 100% of the issued and outstanding stock of Semoran Pizza Huts, Inc. On the Effective Time of the Merger, all of the issued and outstanding shares of the capital stock of Semoran Management Corporation shall be converted into 100 shares of the common stock of the Surviving Corporation (Semoran Pizza Huts, Inc.), to be distributed pro rata to the sole shareholder of the terminating corporation.

There are no rights to acquire shares, obligations, or other securities of the Surviving Corporation (Semoran Pizza Huts, Inc.) or any of Semoran Management Corporation, in whole or in part, for cash or other property.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Pro Rata Issuance of Shares of Semoran Pizza Huts, Inc. (Subsidiary) to the Sole Shareholder of Semoran Management Corporation (Parent):

On the Effective Time of the Merger, all of the issued and outstanding shares of the capital stock of Semoran Management Corporation shall be converted into 100 shares of the common stock of the Surviving Corporation (Semoran Pizza Huts, Inc.), to be distributed pro rata to the sole shareholder of the terminating corporation.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Effective Time. The Merger shall become effective as of the close of business on December 26, 2005 (the "Effective Time").

Articles of Incorporation and By-Laws. Upon consummation of the Merger at the Effective Time, the Articles of Incorporation and By-Laws of Semoran Pizza Huts, Inc. in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation and By-Laws of the Surviving Corporation, until amended or repealed as provided therein or by law.

Officers and Directors. Upon consummation of the Merger at the Effective Time, the current Officers and Directors of Semoran Pizza Huts, Inc. shall remain in office and continue as the Officers and Directors of the Surviving Corporation.