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MERGER OR SHARE EXCHANGE

PIZZA HUT OF AMERICA, INC.

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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.

<u>Name</u>	Inrisdiction	Document Number
Pizza Hut of America, Inc.		(If known/applicable)
	Delaware	846755
second: The name and jurisdict	ion of each mersing corporation:	
Name	Juriediction	Document Number
Pizza Rut of Florida, Inc.		(If known' applicable)
	Florids	<u>H14828</u>
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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Pizza Hut of America, Inc.		John J. Murphy, President
Pinza Hut of Florida, Inc.		John J. Mupphy, President
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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NA

OR

Restated articles are attached:

NA

Other provisions relating to the merger are as follows:

There shall be no change in the officers or directors of Pizza Hut of America, Inc., the officers and directors in office at the time of the merger shall femain in office upon the effective date of the mergor.

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Exhibit A

Conversion of Securities.

- (a) Upon the effectiveness of the Merger, each share of stock of Pizza Hut of Floridz, Inc. then issued and outstanding shall thereupon and without more be extinguished and canceled, without consideration, and each share of stock of Pizza Hut of America, Inc. then issued and outstanding shall remain issued and outstanding.
- (b) From and after the Effective Time of Merger, each outstanding and unexercised option or other right to purchase or security convertible into Pizza Hut of Florida, Inc. stock shall become an option or right to purchase or a security convertible into the Surviving Corporation's stock on the basis of one share of the Surviving Corporation's stock for each share of Pizza Hut of Florida, Inc. stock issuable pursuant to any such option, stock purchase right or convertible security, on the same terms and conditions and at an exercise price per share equal to the exercise price per share applicable to any such Pizza Hut of Florida, Inc. option, stock purchase right, or convertible security immediately prior to the Effective Time of Merger.