

Division of Corporations

Page 1 of 1

846155

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000288929 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

12/26/05

MERGER OR SHARE EXCHANGE

PIZZA HUT OF AMERICA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED
05 DEC 20 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDARECEIVED
00 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

merger

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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pizza Hut of America, Inc.	Delaware	346755

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pizza Hut of Florida, Inc.	Florida	H14828

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 12/15/05

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 12/15/05

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)

FILED
 05 DEC 20 PM 3:31
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

8502227615

61 MAY.

PAGE 03/08

513 621 8116 P.04/07

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

Pizza Hut of Florida, Inc.

John J. Murphy, President

PLAN OF MERGER

(See Exhibits A-D)

The following plan of merger is submitted in compliance with section 607.1101, P.S. and in accordance with the laws of any other applicable jurisdiction of the corporation.

First: The name and jurisdiction of the surviving corporation:

Name

Pizza Hut of America, Inc.

Jurisdiction

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Pizza Hut of Florida, Inc.

Jurisdiction

Florida

Third: The terms and conditions of the merger are as follows:

1. The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the General Corporation Laws of Florida and Delaware, Pizza Hut of Florida, Inc. ("PH FL") shall be merged with and into Pizza Hut of America, Inc. (the "Merger"). Following the Merger, Pizza Hut of America, Inc. shall continue as the surviving corporation under the name Pizza Hut of America, Inc., the separate corporate existence of PH FL shall cease, and Pizza Hut of America, Inc. shall possess all the rights, privileges, powers and franchises of PH FL and assume all of the liabilities and obligations of PH FL. Pizza Hut West, Inc., the sole Shareholder of Pizza Hut of America, Inc. and the Pizza Hut, Inc. the sole Shareholder of PH FL, have approved the Merger.

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

See Attached Exhibit A

(Attach additional sheets if necessary)

12/20/2005 12:21 8502227615

CT CORP

PAGE 05/05

DEC-20-2005 11:53

CT CORP.

513 621 0116 P.05/07

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:

N/A

OR

Restated articles are attached:

N/A

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 remain in office upon the effective date of the merger.

Exhibit A**Conversion of Securities.**

(a) Upon the effectiveness of the Merger, each share of stock of Pizza Hut of Florida, 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.