

846755

Florida Department of State
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MERGER OR SHARE EXCHANGE

Pizza Hut of America, Inc.

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pizza Hut of America, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Linda J. Gregg

(Contact Person)

Yum! Brands, Inc.

(Firm/Company)

1441 Gardiner Lane

(Address)

Louisville, KY 40213

(City/State and Zip Code)

For further information concerning this matter, please call:

Linda J. Gregg

(Name of Contact Person)

At (502)

874-2742

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

EFFECTIVE DATE

09-04-06

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

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	846755

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Lee Huts, Inc.	Florida	404719

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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 09 / 04 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on May 25, 2006 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 May 25, 2006

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)

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:

Name

Jurisdiction

Pizza Hut of America, Inc.

Delaware

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Lee 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:

See Attached Exhibit A

(Attach additional sheets if necessary)

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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:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Exhibit A

Conversion of Securities.

(a) Upon the effectiveness of the Merger, each share of stock of Lee Huts, 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. (the "Surviving Corporation") 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 Lee Huts, 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 Lee Huts, 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 Lee Huts, Inc. option, stock purchase right, or convertible security immediately prior to the Effective Time of Merger.