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Florida Department of State

Division of Corporations Public Access System

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: C T CORPORATION SYSTEM Account Name

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MERGER OR SHARE EXCHANGE

Pizza Hut of America, Iuc.

Certificate of Status	. 0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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513 621 Ø116 P.Ø2/Ø7

COVER LETTER

TO:	Amendment Section	
	Division of Corporations	
SUBJ	ECT: Pizza Hut of America, Inc.	·
	(Name of Sur	viving Corporation)
The en	closed 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.	<u> </u>
	(Firm/Company)	
	1441 Gardiner Lane	·
<u> </u>	(Address)	
	Louisville, KY 40213	
	(City/State and Zip Code)	
For flu	ther information concerning this matte	er, please call:
Linde I.	. Greec	A+ (502) 874-2742
	(Name of Contact Person)	At (502) 874-2742 (Area Code & Dayrime Telephone Number)
≭ C	ertified copy (optional) \$8.75 (Please se	and an additional copy of your document if a certificd copy is requested)
	STREET ADDRESS:	MAILING ADDRESS:
	Amendment Section	Amendment Section
	Division of Corporations	Division of Corporations
	Clifton Building 2661 Executive Center Circle	P.O. Box 6327
	Tallahassee, Florida 32301	Tallahassee, Florida 32314

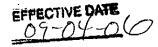
CT CORP.

First: The name and jurisdiction of the surviving corporation:

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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, Florida Statutes.

Name	Jurisdiction	Document Number
Pizza Hut of America, Inc.	Delaware	846755
Second: The name and jurisdiction of each	1 merging corporation:	846755 S
Name	<u>Jurisdiction</u>	Document Number (If knows/applicable)
Lee Huts, Inc.	Florida	404719
		·
Third: The Plan of Merger is attached.	•	
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Mon	ger are filed with the Florida
OR 09 / 04 / 2006 (Enter a specifi	e date. NOTE: An effective date cannotter merger file date.)	or be prior to the date of filing or more
Fifth: Adoption of Merger by surviving of The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the boa May 25, 2006 and shareholder	ud of directors of the surviving of approval was not required.	orporation on
Sixth: Adoption of Merger by merging co. The Plan of Merger was adopted by the sha	rporation(s) (COMPLETE ONLY reholders of the merging corpora	one Statement) tion(s) on May 25, 2006
The Plan of Merger was adopted by the boa	ard of directors of the merging co r approval was not required.	rporation(s) on

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Pizza Hut of America, Inc.	×	John J. Murphy, President
Lee Huts, Inc.	Sha A stan	Ida W. Horn, Assistant Secretary
		5 to 5 by 6 for
45 (40)		
	The last of the la	

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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.	Delawere		
The name and jurisdiction of each subsidiary corpora	ation:		
Name	<u>Iurisdiction</u>	*	
Lee Huts, Inc.	Florida	* 10 to	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or othersecurities of the parent or any other corporation or, in whole or in part, into each or other property, and the manner and basis of conventing 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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P.06/07

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rate 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:

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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.