

846755

Florida Department of State
Division of Corporations
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12-26-06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Pizza Hut of America, Inc.

Certificate of Status	0
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Estimated Charge	\$70.00

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Sept. 28th
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Merger

10/05/06

DC



October 4, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PIZZA HUT OF AMERICA, INC.
14841 DALLAS PARKWAY
DALLAS, TX 75254-7552US

SUBJECT: PIZZA HUT OF AMERICA, INC.
REF: 846755

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.

You will need to resend your merger filing since the one you have submitted is not clear enough for image.

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) 245-6903.

Cheryl Coulliette
Document Specialist

FAX Aud. #: H06000239647
Letter Number: 506A00058795

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Sept. 28th.
Thank You!*

P.O BOX 6327 - Tallahassee, Florida 32314



September 29, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PIZZA HUT OF AMERICA, INC.
14841 DALLAS PARKWAY
DALLAS, TX 75254-7552US

SUBJECT: PIZZA HUT OF AMERICA, INC.
REF: 846755

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

The correct fee for filing this merger of three corporations will be a total of \$105 which will be charged to your efile account.

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) 245-6903.

Cheryl Coulliette
Document Specialist

FAX And. #: H06000239647
Letter Number: 106A00058040

*Please backdate
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Sept. 28th.
Thank You!*

P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Pizza Hut of America, Inc.</u>	<u>Delaware</u>	<u>846755</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Pizza Hut of Titusville, Inc.</u>	<u>Florida</u>	<u>354177</u>
<u>Senoran Pizza Huts, Inc.</u>	<u>Florida</u>	<u>365060</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

12-26-06

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.

ON 12 / 26 / 06 at 12:01 a.m. est
(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 9/08/2006

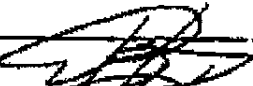

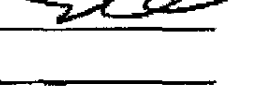
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

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 9/08/2006

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Pizza Hut of America, Inc.</u>		<u>John J. Murphy, President</u>
<u>Pizza Hut of Titusville, Inc.</u>		<u>John J. Murphy, President</u>
<u>Senoran Pizza Huts, Inc.</u>		<u>John J. Murphy, President</u>
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(Non Subgrantees)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

DeLaware

Name _____

Introduction

Florida

Florida

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 Tennessee, Inc. and Serenora Pizza Hut, Inc. ("THE NON-SURVIVORS") 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 THE NON-SURVIVORS shall cease, and Pizza Hut of America, Inc. shall possess all the rights, privileges, powers and franchises of THE NON-SURVIVORS and assume all of the liabilities and obligations of THE NON-SURVIVORS. Pizza Hut, Inc., the sole shareholder of Pizza Hut of America, Inc. and THE NON-SURVIVORS, has approved the Merger.

Upon the effectiveness of the Merger, each share of stock of Pizza Hut of Tusculum, Inc. and Samaras Pizza 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. then issued and outstanding shall remain issued and outstanding.

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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:

OR

Restated articles are attached:

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.

The merger shall be effective on December 26, 2006 at 12:01 a.m. EST.