

CT CORPORATION SYSTEM

H14828

CORPORATION(S) NAME

Cobra Advertising, marketing, Promotion, Inc.

changing into: Pierce Hut of Florida, Inc.

Merger

000003505840--3

12/19/00 01058--006

\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED  
00 DEC 19 PM 2:38  
STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/19/00

Order#: 3464812

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

ORIGINALS  
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OK  
12/21/00

93

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

COBRA ADVERTISING, MARKETING AND PROMOTION, INC., a Fla corp  
L94069

INTO

**PIZZA HUT OF FLORIDA, INC.**, a Florida entity, H14828.

File date: December 19, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 19, 2000

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

*wait in  
file P*

SUBJECT: COBRA ADVERTISING, MARKETING AND PROMOTION, INC.  
Ref. Number: L94069

We have received your document for COBRA ADVERTISING, MARKETING AND PROMOTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

*ATP*  
Annette Ramsey  
Corporate Specialist

Letter Number: 700A00063755

*Back Over .  
THANKS*

RECEIVED  
00 DEC 21 AM 11:21  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FL 32301

STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
COBRA ADVERTISING, MARKETING AND PROMOTION, INC. (a Florida corporation)  
(SUBSIDIARY)  
INTO  
PIZZA HUT OF FLORIDA, INC. (a Florida corporation)  
(PARENT)

FILED  
DEC 19 PM 2:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger (the "Articles"):

FIRST: PIZZA HUT OF FLORIDA, INC. is a corporation organized under the laws of the State of Florida owning 100% of the issued and outstanding shares of COBRA ADVERTISING, MARKETING AND PROMOTION, INC., organized under the laws of the State of Florida (the Non-Survivor).

SECOND: The following plan of merger was adopted on December 6, 2000 by Written Consent of the by the Board of Directors of PIZZA HUT OF FLORIDA, INC. and COBRA ADVERTISING, MARKETING AND PROMOTION, INC., Shareholder approval is not required for either corporation party to this merger. The plan of merger is as follows:

(1) The Non-Survivor, shall merge into PIZZA HUT OF FLORIDA, INC., a Florida corporation (the "Merger"), which is hereinafter designated as the surviving corporation of the merger ("PH AMERICA" or the "Surviving Corporation"); and

(2) Terms of the Merger: The Merger shall become effective for share exchange purposes as of the close of business on December 25, 2000 (the "Effective Time of Merger"). At the Effective Time of Merger (i) the separate existence of the Non-Survivor shall cease and the Non-Survivor shall be merged with and into PH AMERICA, with PH AMERICA continuing in existence as the surviving corporation, and (ii) PH AMERICA shall succeed to all rights and privileges and assume all liabilities and obligations of the Non-Survivor effective on and after December 25, 2000.

(3) Taking of Necessary Action. PH AMERICA and the Non-Survivor, respectively, shall take all action as may be necessary or appropriate in order to effectuate the transactions contemplated by this Agreement. In case, at any time and from time to time after the Effective Time of the Merger, any further action is necessary or desirable to carry out the purposes of these Articles and to vest the Surviving Corporation effective on and after December 25, 2000 with full title to all properties, assets, rights, approvals, immunities and franchises of the Non-Survivor, the persons serving as officers and directors of the Non-Survivor prior to the Effective Time of the Merger, at the expense of the Surviving Corporation, shall be authorized to take any and all such actions on behalf of the Non-Survivor deemed necessary or desirable by Surviving Corporation.

(4) Effect on Capital Stock. (a) On the Effective Time of the Merger, each issued and outstanding share of capital stock of PH AMERICA shall remain outstanding and shall represent one issued and outstanding share of the Surviving Corporation and all of the issued and outstanding shares of the capital stock

therefor.

(b) There are no rights to acquire shares, obligations, or other securities of the Surviving Corporation or The Non-Survivor, in whole or in part, for cash or other property.

(5) No Amendment to Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of PH AMERICA, filed with the Florida Secretary of State, shall be the Articles of Incorporation of the Surviving Corporation. No changes or amendments shall be made to the Articles of Incorporation because of the Merger.

(6) General Provisions.

(a) By-laws of Surviving Corporation. The By-laws of PH AMERICA shall be the By-laws of the Surviving Corporation. No changes or amendments shall be made to the By-laws because of the Merger.

(b) Directors and Officers. The directors and officers of PH AMERICA shall be the directors and officers of the Surviving Corporation and shall serve until their successors are duly elected and qualified.

SECOND: The effective date of the Merger is the 25<sup>th</sup> day of December, 2000.

Signed this 6th day of December, 2000.

PIZZA HUT OF FLORIDA, INC.

By:   
John J. Murphy, President

COBRA ADVERTISING, MARKETING & PROMOTION, INC.

By:   
John J. Murphy, President