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Florida Department of State  
Division of Corporations  
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**MERCER OR SHARE EXCHANGE**  
Pizzeria Uno of Reston, Inc.

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July 29, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PIZZERIA UNO OF ALTAMONTE SPRINGS, INC.

100 CHARLES PARK ROAD  
WEST ROXBURY, MA 02132US

SUBJECT: PIZZERIA UNO OF ALTAMONTE SPRINGS, INC.  
REF: P97000022999

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Sylvia Gilbert  
Regulatory Specialist II

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Letter Number: 110A00018321

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Pizzeria Uno of Reston, 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:

George W. Herz II

Contact Person

Pizzeria Uno of Reston, Inc.

Firm/Company

100 Charles Park Road

Address

West Roxbury, MA 02132

City/State and Zip Code

george.herz@unos.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

George W. Herz II

Name of Contact Person

At ( 617 )

323-9200

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

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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>Pizzeria Uno of Reston, Inc.</u>	<u>Virginia</u>	<u>0360897-3</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Pizzeria Uno of Altamonte Springs, Inc.</u>	<u>Florida</u>	<u>P97000022999</u>
<u>SL Uno University Blvd., Inc.</u>	<u>Florida</u>	<u>P01000044057</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (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 July 26, 2010.

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 July 28, 2010.

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**


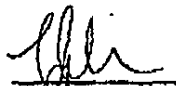

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Pizzeria Uno of Reston, Inc.</u>		<u>Louis Psallidas, CFO, SVP-Finance and Treasurer</u>
<u>Pizzeria Uno of</u>		<u>Louis Psallidas, CFO, SVP-Finance and Treasurer</u>
<u>Altamonte Springs, Inc.</u>		<u>Louis Psallidas, CFO, SVP-Finance and Treasurer</u>
<u>SL Uno University Blvd., Inc.</u>		<u>Louis Psallidas, CFO, SVP-Finance and Treasurer</u>
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Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of July 28, 2010 the "Agreement"), by and between Pizzeria Uno of Reston, Inc., a Virginia corporation ("PU of Reston") and each of the entities set forth on Exhibit A attached hereto (each, a "Merging Entity", collectively, the "Merging Entities", and together with PU of Reston, the "Parties"). Capitalized terms used herein but not otherwise defined herein shall have meanings ascribed to them in the Plan and the Disclosure Statement (hereinafter defined).

WHEREAS, Uno Acquisition Parent, Inc. and each of its direct and indirect subsidiaries, including PU of Reston and the Merging Entities, each commenced a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the bankruptcy court for the Southern District of New York (Case Number 10-10209(MG)) on January 20, 2010 and in connection therewith filed a Joint Consolidated Plan of Reorganization under Chapter 11 of the Bankruptcy Code of the Company, dated as of March 15, 2010, as amended by the First Amended Joint Consolidated Plan of Reorganization dated as of May 7, 2010, supplemented by the supplemental index thereto filed with the Court as of June 4, 2010, and amended by the Second Amended Joint Consolidated Plan of Reorganization dated as of June 29, 2010, and as approved by the Order Confirming the Second Amended Joint Consolidated Plan of Reorganization dated as of July 6, 2010 (as further amended, modified or supplemented from time to time, the "Plan") and the related First Amended Disclosure Statement (as further amended, modified or supplemented from time to time, the "Disclosure Statement"); and

WHEREAS, the Plan contemplates certain mergers and combinations of the Parties to provide an efficient tax and operational structure for the Company in furtherance of the Plan, and the Parties desire to enter into such mergers and combinations, as further detailed herein, and

WHEREAS, the Plan contemplates and the Boards of Directors of each Merging Entity and PU of Reston deem it advisable, upon the terms and subject to the conditions herein stated, that the Merging Entities be merged with and into PU of Reston, and that PU of Reston be the surviving corporation; and

WHEREAS, PU of Reston and the Merging Entities desire that the Merger (as hereinafter defined) be treated as a reorganization of the Merging Entities into PU of Reston pursuant to Section 368 of the Internal Revenue Code of 1986 (as amended);

NOW, THEREFORE, in consideration of the mutual agreements and provisions hereinafter contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties do hereby agree as follows:

Section 1: Each Merging Entity shall merge with and into PU of Reston (with respect to each Merging Entity, a "Merger" and collectively, the "Mergers") on the Effective Date upon the terms and conditions set forth in this Agreement and in

accordance with the laws of the jurisdiction of organization of such Merging Entity governing corporations and the Virginia Stock Corporation Act (the "VSCA"). From and after the Effective Date, the separate corporate existence of each Merging Entity shall cease and PU of Reston shall continue its corporate existence under the VSCA as the surviving corporation.

Section 2: The Articles of Incorporation and Bylaws of PU of Reston, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation and Bylaws, respectively, of the surviving corporation.

Section 3: On the Effective Date, by virtue of the Mergers and without any action on the part of any party or the holder of any of the following securities, each outstanding share of common stock of each of the Merging Entities, any other shares of capital stock of the Merging Entities held in treasury immediately prior to the Effective Date, or any rights to acquire any other shares of capital stock of the Merging Entities shall be cancelled and retired without any payment therefor.

Section 4: On the Effective Date, the stock transfer books of each of the Merging Entities shall be closed and no transfer of shares of any of the Merging Entities shall thereafter be recorded.

Section 5: The terms and conditions of the Merger are as follows:

(a) The Merger shall become effective upon the filing and approval of articles or certificates of merger as appropriate in each jurisdiction set forth on Exhibit A (the "Effective Date").

(b) On the Effective Date, all of the property, rights, privileges, franchises, registrations and other assets of every kind and description of the Merging Entities shall be transferred to, vested in and devolve upon PU of Reston without further act or deed, and all obligations and liabilities of the Merging Entities shall thereupon be assumed in full by PU of Reston without further act or deed.

Section 6: The directors and officers of PU of Reston immediately prior to the Effective Date shall be the directors and officers of PU of Reston as of the Effective Date, with each director and officer retaining his or her respective position(s).


Section 7: This Agreement may be executed in counterparts, each of which shall be deemed an original but which together shall constitute one and the same instrument.

Section 8: This Agreement shall be governed by and construed in accordance with the laws of the State of Virginia without regard to the applicable principles of conflicts of laws thereof that require the application of the laws of any other jurisdiction.

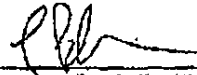


IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

PIZZERIA UNO OF RESTON, INC.

By:   
Name: Louie Psallidas  
Title: Senior Vice President-Finance and Treasurer

Each of the Merging Entities set forth on Exhibit A:

By:   
Name: Louie Psallidas  
Title: Chief Financial Officer, Treasurer, and Senior Vice President-Finance