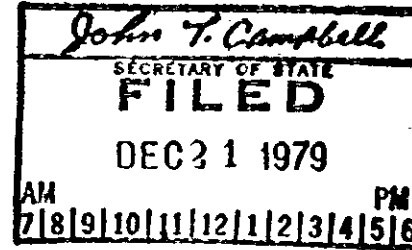
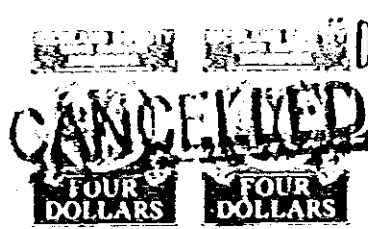
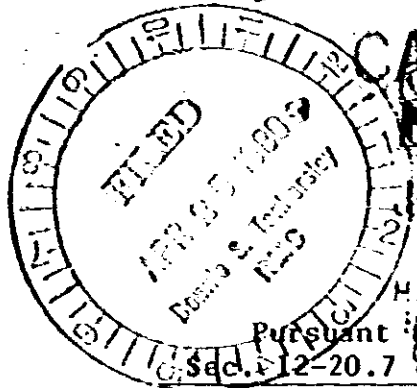


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BOOK 1124 PAGE 670

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NOV 11 9 30 AM '80 ARTICLES OF MERGER

Pursuant to the provisions of Sec. 12-20.7 of the South Carolina Business Corporation Act of 1962

Gerald T. Aaron, President, and Ronald D. Watson, Secretary of each of the following corporations:

- PIZZA HUT OF AMERICA, INC., a Delaware corporation, the Surviving Corporation;
 - PIZZA HUT OF PHENIX CITY, INC., an Alabama corporation;
 - RAZORBACK TACO KID, INC., an Arkansas corporation;
 - PIZZA HUT OF HARTFORD, INC., a Connecticut corporation;
 - PIZZA HUT OF D.C., INC., a Kansas corporation qualified in the District of Columbia;
 - PIZZA HUT OF NORTHERN IDAHO, INC., an Idaho corporation;
 - NEBRASKA PIZZA HUT, INC., a Nebraska corporation;
 - FIESTA CANTINA OF LINCOLN, INC., a Nebraska corporation;
 - PIZZA HUT OF NEW HAMPSHIRE, INC., a New Hampshire corporation;
 - PIZZA HUT OF NEW JERSEY, INC., a New Jersey corporation;
 - PIZZA HUT OF FARGO, INC., a North Dakota corporation;
 - LONG'S HARRISBURG #1, INC., a Pennsylvania corporation;
 - PIZZA HUT OF ALLENTOWN, INC., a Pennsylvania corporation;
 - J-MAC PIZZA HUT, INC., a South Carolina corporation;
 - PIZZA HUT OF NORTH TEXAS, INC., a Texas corporation;
 - PIZZA HUT OF HOUSTON, INC., a Texas corporation;
 - SUNFLOWER ADVERTISING AGENCY, INC., a Kansas corporation;
 - ITALY PRODUCTS, INC., a Kansas corporation qualified in North Dakota;
- the Disappearing corporations, hereby certify as follows:

1. The Agreement and Plan of Merger, attached hereto, was unanimously adopted by the Directors and Shareholders of each of the aforementioned corporations at meetings held on December 10, 1979 in the manner prescribed by law.

2. As to each of said corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:

Name of Corporation	No. of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	No. of Shares
Pizza Hut of America, Inc.	1,000	Common	1,000
Razorback Taco Kid, Inc.	303	Common	303
Pizza Hut of Hartford, Inc.	50	Common	50
Pizza Hut of D. C., Inc.	990	Common	990
Pizza Hut of Northern Idaho, Inc.	100	Common	100
Nebraska Pizza Hut, Inc.	6,695	Common	6,695
Fiesta Cantina of Lincoln, Inc.	100	Common	100
Pizza Hut of New Hampshire, Inc.	1,000	Common	1,000
Pizza Hut of New Jersey, Inc.	100	Common	100
Pizza Hut of Fargo, Inc.	5	Common	5
Long's Harrisburg #1, Inc.	300	Common	300
Pizza Hut of Allentown, Inc.	202	Common	202
J-Mac Pizza Hut, Inc.	1,925	Common	1,925
Pizza Hut of North Texas, Inc.	17,828	Common	17,828
Pizza Hut of Houston, Inc.	9,151	Common	9,151
Sunflower Advertising Agency, Inc.	100	Common	100
Italy Products, Inc.	200	Common	200
Pizza Hut of Phenix City, Inc.	501	Common	501

Date: DEC 21 1979

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

John T. Campbell
SECRETARY OF STATE OF SOUTH CAROLINA

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