



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER made as of this 25th day of April, 1980 by and between Hungry Bull, Inc., a corporation duly organized under the laws of Delaware (herein referred to as "the Company" or the "Surviving Corporation"), and the corporations listed on Exhibit A hereto which are incorporated in the states indicated thereon, which corporations are hereinafter sometimes referred to as the "Constituent Companies".

WHEREAS, the Company desires the Constituent Companies to merge with and into the Company and the Constituent Companies desire to merge with and into the Company upon the terms, and subject to the conditions herein set forth, in accordance with the laws of the State of Delaware and the states listed on Exhibit A.

WHEREAS, the terms and conditions of such merger (herein called the "Merger"), the mode of carrying the same into effect, the manner of converting the shares of the Constituent Companies into shares of the Company as stated in this Agreement and Plan of Merger (herein called the "Agreement") are hereinbelow set forth; and

WHEREAS, the authorized capital stock:

(1) of the Company at February 25, 1980 consisted of 6,100,000 shares of Common Stock, par value \$.01 per share which are divided into 6,000,000 shares of Class B Stock and 100,000 shares of Class A stock, of which 90,625 shares of Class A stock are issued and outstanding and 3,815,830 shares of Class B stock are issued and outstanding;

(2) of the Constituent Companies at February 25, 1980 consisted of the number and type of shares shown on Exhibit A hereto (the "Constituent Companies' Common Stock"); and

WHEREAS, the Board of Directors of the Company has authorized an amendment to the Company's Certificate of Incorporation which will among other things increase the number of authorized shares of the Company's Class A Stock from 100,000 shares to 4,500,000 shares; and

WHEREAS, the Company anticipates that it will issue 1,720,400 shares of its Class A Stock upon conversion of shares of the Constituent Companies' Common Stock held by certain shareholders of the Constituent Companies pursuant to the transaction outlined herein, as set forth on Exhibit A; and