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S.C.

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CONSENT TO SERVICE OF PROCESS
AND APPOINTMENT OF SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That

The undersigned, PIZZA HUT OF AMERICA, INC., is a Delaware corporation qualified to do business in South Carolina, and is the Surviving Corporation of a merger involving domestic and foreign corporations as permitted under the South Carolina Business Corporation Act.

The undersigned hereby agrees that it may be served with process in the State of South Carolina in any proceeding for the enforcement of any obligation of the domestic corporation, J-MAC PIZZA HUT, INC., a party to said merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the undersigned, and hereby irrevocably appoints the Secretary of State of South Carolina as its Agent to accept service of process in any such proceeding.

The undersigned hereby agrees that it will promptly pay to the dissenting shareholders of J-Mac Pizza Hut, Inc., the amount, if any, to which they shall be entitled under the provisions of the South Carolina Business Corporation Act with respect to the rights of dissenting shareholders.

The post office address to which the Secretary of State may mail a copy of any process against J-Mac Pizza Hut, Inc. that may be served on him is:

Pizza Hut of America, Inc.
9111 East Douglas (P O BOX 428
Wichita, Kansas 67207 Zip 67201)

IN WITNESS WHEREOF, the undersigned has caused this Consent and Appointment to be executed in its behalf and its seal to be hereunto affixed by its officers thereunto duly authorized this 10th day of December, 1979.

PIZZA HUT OF AMERICA, INC.

By Gerald T. Aaron
Gerald T. Aaron, President

ATTEST:

Ronald D. Watson
Ronald D. Watson, Secretary

STATE OF KANSAS)
) SS.
COUNTY OF SEDGWICK)

I, Wanda Sharp, a Notary Public in and for said County and State aforesaid, do hereby certify that Gerald T. Aaron and Ronald D. Watson, personally known to me and personally known to be respectively the President and Secretary of Pizza Hut of America, Inc., and personally known to me to be the same persons who subscribed to the foregoing instrument as the President and Secretary of Pizza Hut of America, Inc., appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument for and on behalf of the said corporation as its free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 10th day of December, 1979.

WANDA SHARP
Sedgwick County, Ks.
My Appt Exp June 30, 1981

Wanda Sharp
Wanda Sharp, Notary Public

RECORDED APR 25 1980 at 12:00 P.M.

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Recorded this 8th day of February A.D., 1980 at 9:00 A.M.
EVELYN FAYE KYZER, R.M.C.

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