

3. As to each of said corporations, the total number of shares voted for and against such Plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, are as follows:

Name of Corporation	Class	Entitled to Vote as a Class	
		Total Voted For	Total Voted Against
Pizza Hut of America, Inc.	Common	1,000	-0-
Razorback Taco Kid, Inc.	Common	303	-0-
Pizza Hut of Hartford, Inc.	Common	50	-0-
Pizza Hut of D.C., Inc.	Common	990	-0-
Pizza Hut of Northern Idaho, Inc.	Common	100	-0-
Nebraska Pizza Hut, Inc.	Common	6,695	-0-
Fiesta Cantina of Lincoln, Inc.	Common	100	-0-
Pizza Hut of New Hampshire, Inc.	Common	1,000	-0-
Pizza Hut of New Jersey, Inc.	Common	100	-0-
Pizza Hut of Fargo, Inc.	Common	5	-0-
Long's Harrisburg #1, Inc.	Common	300	-0-
Pizza Hut of Allentown, Inc.	Common	202	-0-
J-Mac Pizza Hut, Inc.	Common	1,925	-0-
Pizza Hut of North Texas, Inc.	Common	17,828	-0-
Pizza Hut of Houston, Inc.	Common	9,151	-0-
Sunflower Advertising Agency, Inc.	Common	100	-0-
Italy Products, Inc.	Common	200	-0-
Pizza Hut of Phenix City, Inc.	Common	501	-0-

4. The amount of stated capital of the Surviving Corporation, Pizza Hut of America, Inc., shall be 1,040 shares of Common Stock, par value \$1.00 per share.

5. The effective date of the merger shall be the date filed with the Secretary of State.

6. The merger of the above corporations is permitted by the laws of the states in which each is incorporated and/or qualified, and the conditions of the laws of each state have been satisfied. The Surviving Corporation, Pizza Hut of America, Inc., shall remain a domestic corporation of the State of Delaware.

WITNESS our hands and the seals of the respective corporations on the 10th day of December, 1979.

ATTEST:

Ronald D. Watson
Ronald D. Watson, Secretary

PIZZA HUT OF AMERICA, INC.

By Gerald T. Aaron
Gerald T. Aaron, President

ATTEST:

Ronald D. Watson
Ronald D. Watson, Secretary

PIZZA HUT OF PHENIX CITY, INC.

By Gerald T. Aaron
Gerald T. Aaron, President

ATTEST:

Ronald D. Watson
Ronald D. Watson, Secretary

RAZORBACK TACO KID, INC.

By Gerald T. Aaron
Gerald T. Aaron, President