

PIZZA HUT OF AMERICA, INC., c/o The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware 19801; PIZZA HUT OF PHENIX CITY, INC., c/o Fred S. Ball, Jr. and Richard A. Ball, One Court Square, Montgomery, Alabama 36103; RAZORBACK TACO KID, INC., c/o The Corporation Company, 221 West Second Street, Little Rock, Arkansas 72201; PIZZA HUT OF HARTFORD, INC., c/o C T Corporation System, 799 Main Street, Hartford, Connecticut 06103; PIZZA HUT OF D.C., INC., c/o Gerald T. Aaron, 9111 East Douglas, Wichita, Kansas 67201 and c/o C T Corporation System, 918 - 16th Street N.W., Washington, D.C. 20006; PIZZA HUT OF NORTHERN IDAHO, INC., c/o C T Corporation System, 300 North Sixth Street, Boise, Idaho 83701; NEBRASKA PIZZA HUT, INC., c/o Robert M. O'Gara, 530 South 13th Street, Lincoln, Nebraska 68508; FIESTA CANTINA OF LINCOLN, INC., c/o C T Corporation System, Suite 1500, 206 South 13th Street, Lincoln, Nebraska 68508; PIZZA HUT OF NEW HAMPSHIRE, INC., c/o C T Corporation System, 9 Capitol Street, Concord, New Hampshire 03301; PIZZA HUT OF NEW JERSEY, INC., c/o The Corporation Trust Company, 28 West State Street, Trenton, New Jersey 08608; PIZZA HUT OF FARGO, INC., c/o C T Corporation System, 314 East Thayer Avenue, Bismarck, North Dakota 58501; LONG'S HARRISBURG #1, INC., c/o C T Corporation System, Oliver Building, Mellon Square, Pittsburgh, Pennsylvania 15222; PIZZA HUT OF ALLENTOWN, INC., c/o C T Corporation System, 123 South Broad Street, Philadelphia, Pennsylvania 19109; J-MAC PIZZA HUT, INC., c/o C T Corporation System, 409 East North Street, Greenville, South Carolina 29602; PIZZA HUT OF NORTH TEXAS, INC. and PIZZA HUT OF HOUSTON, INC., both c/o C T Corporation System, Republic National Bank Building, Dallas, Texas 76201; SUNFLOWER ADVERTISING AGENCY, INC., c/o Gerald T. Aaron, 9111 East Douglas, Wichita, Kansas 67207; and ITALY PRODUCTS, INC., c/o Gerald T. Aaron, 9111 East Douglas, Wichita, Kansas 67207 and c/o C T Corporation System, 314 East Thayer Avenue, Bismarck, North Dakota 58501;

WHEREAS, the Boards of Directors of each of the Constituent Corporations has adopted resolutions declaring advisable the proposed merger (hereinafter referred to as the "merger") of the Disappearing Corporations into Pizza Hut of America, Inc. upon the terms and conditions hereinafter set forth and approving this Agreement and Plan of Merger, and the Boards of Directors of the Constituent Corporations have by resolutions adopted this Agreement and Plan of Merger, and such Boards of Directors have directed that this Agreement and Plan of Merger be submitted to their respective stockholders at separate meetings called for the purpose of taking the same under consideration, in accordance with the applicable statutes of the States under which each is incorporated and/or qualified;

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Disappearing Corporations, named above, merge, and that accordingly, be merged into Pizza Hut of America, Inc., and do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting the shares of the Disappearing Corporations into the shares of the Surviving Corporation, as follows:

ARTICLE I

GENERAL

1.01 The corporation parties to this Agreement and Plan of Merger (hereinafter sometimes called the "Agreement"), agree to effect the merger herein provided for, subject to the terms and conditions herein set forth.

1.02 Upon the Effective Date, as defined in Section 1.08 hereof, the Disappearing Corporations shall be merged into a single corporation, Pizza Hut of America, Inc., which shall be the Surviving Corporation, governed by the laws of the State of Delaware.