

D 527 PAGE 476

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of the 10th day of December, 1979,
pursuant to:

Sec. 252 of the Delaware General Corporation Law
Sec. 10-2-182 [Sec.76] of the Alabama Business Corporation Act
Sec. 64-706 of the Arkansas Business Corporation Act
Cpt. 599 of the Connecticut Stock Corporation Act
Sec. 71 of the District of Columbia Business Corporation Act
Sec. 30-1-77 of the Idaho Business Corporation Act
Sec. 80 of the General Corporation Code of Kansas
Sec. 21-2076 of the Nebraska Business Corporation Act
Sec. 294:42 of the Business Corporation Law of New Hampshire
Sec. 14A:10-7 of the New Jersey Business Corporation Act
Sec. 10-20-07 of the North Dakota Business Corporation Act
Art. IX, Sec. 901, of the Pennsylvania Business Corporation Law
Sec. 12-20.7 of the South Carolina Business Corporation Act of 1962
Art. 5.07 of the Texas Business Corporation Act

by and between

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 District of Columbia
PIZZA HUT OF NORTHERN IDAHO, INC., an Idaho corporation
NEBRASKA PIZZA HUT, INC., a Nebraska corporation
PIESTA 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

(hereinafter sometimes called the "Disappearing Corporations"), and

✓ PIZZA HUT OF AMERICA, INC., a Delaware corporation

(hereinafter sometimes called the "Surviving Corporation")

(the corporate parties hereto being collectively referred to as the
"Constituent Corporations"):

WITNESSETH:

WHEREAS, Pizza Hut of America, Inc. is a corporation duly organized and
existing under the laws of the State of Delaware; and

WHEREAS, the Disappearing Corporations are each duly incorporated and/or
qualified in their respective states as set forth above; and

WHEREAS, the principal business and registered office of the Constituent
Corporations in their respective states is as follows:

D 527 PAGE 476

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