

1.03 The Certificate of Incorporation of Pizza Hut of America, Inc. in effect on the Effective Date shall, until amended, be and remain the Certificate of Incorporation of the Surviving Corporation.

1.04 The Bylaws of Pizza Hut of America, Inc. in effect on the Effective Date shall be and remain the Bylaws of the Surviving Corporation, until altered, amended or repealed.

1.05 Upon the Effective Date, the separate existence of the Disappearing Corporations shall cease and shall be merged into the Surviving Corporation. The Surviving Corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, as well of a public as of a private nature, and subject to all restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations and every devise or bequest which any of the Constituent Corporations would have been capable of taking shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against any Constituent Corporation may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

1.06 The Constituent Corporations each hereby agree that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds, or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Article I and otherwise to carry out the intent and purposes hereof.

1.07 Each of the Constituent Corporations shall take, or cause to be taken, all actions or do, or cause to be done, all things necessary, proper or advisable under the laws of the respective states under which the Constituent Corporations are incorporated and/or qualified, to consummate and make effective the merger.

1.08 Subject to the terms and conditions herein provided as soon as practicable after the adoption of this Agreement by the shareholders of the Disappearing Corporations and the shareholders of Pizza Hut of America, Inc., respectively, Articles and/or Certificate of Merger, and/or this Agreement and Plan of Merger shall be filed with the Secretary of State or other appropriate offices of the states set forth above under the applicable provisions of the laws of those states. The Agreement and Plan of Merger shall become effective at the close of business on the day (hereinafter called the "Effective Date") on which such filings have been completed in the respective states.

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