

**CERTIFICATE OF SECRETARY  
OF  
PIZZA HUT OF OREGON, INC.**

I, Brian H. Cole, Secretary of PIZZA HUT OF OREGON, INC., an Oregon corporation (the "Corporation") do hereby certify that:

(i) I am the duly elected and qualified Secretary of the Corporation and have access to the Corporation records;

(ii) Attached as Exhibit "A" hereto is a true and correct copy of certain resolutions adopted by unanimous written consent of the directors of the Corporation on August 4, 1997;

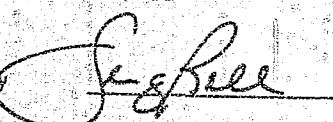
(iii) None of the resolutions set forth on Exhibit "A" has been amended, modified, or rescinded and each such resolution is in full force and effect on the date hereof;

(iv) Teresa J. Roll is the duly elected, qualified, and serving President of the Corporation, her address is as stated below, and the signature set out opposite her name is her genuine signature:

Teresa J. Roll

President

14341 Dallas Parkway  
Dallas, Texas 75240



IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Corporation on this 4th day of August, 1997.

  
Brian H. Cole, Secretary

STATE OF TEXAS §

§

COUNTY OF DALLAS §

§

On August 4<sup>TH</sup>, 1997, before me, PAULA D. CHILDERS personally appeared Brian H. Cole, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

My commission expires

9-16-98



PAULA D. CHILDERS

NOTARY PUBLIC

STATE OF TEXAS

My Commission Expires 9/16/98

  
Notary Public

PAULA D. CHILDERS  
Printed Name of Notary

27838

EXHIBIT "A"

UNANIMOUS WRITTEN CONSENT OF DIRECTORS  
OF  
PIZZA HUT OF OREGON, INC.

As of August 4, 1997

The undersigned, being all of the directors of PIZZA HUT OF OREGON, INC., an Oregon corporation (the "Company"), do hereby consent to, adopt, and approve in all respects the following resolutions and the transactions contemplated thereby:

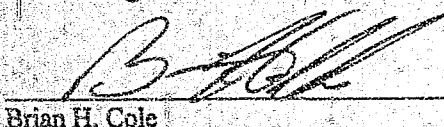
RESOLVED, that the President of the Company be, and she hereby is, authorized and directed to execute and deliver a power of attorney, substantially in the form attached hereto as Exhibit A, to Robert C. Kreidler, to act on behalf of the Company with respect to the execution and delivery of an Asset Sale Agreement dated June 6, 1997 by and among PacPizza, LLC, as Buyer, and the Company, Pizza Hut of San Diego, Inc., Pizza Huts of Las Vegas and Pizza Hut West, Inc., collectively, as Sellers.

RESOLVED FURTHER, that the seal of the Company and the attestation of the signature of any authorized officer of the company by the Secretary or an Assistant Secretary of the Company will not be necessary, but if the seal or such attestation is required by any party in connection with any of the transactions contemplated by these resolutions, the Secretary or any Assistant Secretary of the Company is hereby authorized to attest, for and on behalf of the Company, the signature of any authorized officer of the Company upon any instrument, document, or other writing executed on behalf of the Company by any such officer, and to affix the seal of the Company thereto.

RESOLVED FURTHER, that this Consent may be executed in several counterparts, each of which shall be deemed an original but all of which when taken as one shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, have executed this Consent as of the date first above written.

  
Teresa J. Roll

  
Brian H. Cole



27840

EXHIBIT A

Power of Attorney

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Pizza Hut of Oregon, Inc., an Oregon corporation (the "Corporation"), does hereby constitute and appoint Robert C. Kreidler the true and lawful agent and attorney-in-fact of the Corporation with respect to the execution and delivery of an Asset Purchase Agreement dated June 6, 1997 (the "Agreement"), by and among PacPizza, LLC, as Buyer, and the Corporation, Pizza Hut of San Diego, Inc., Pizza Huts of Las Vegas and Pizza Hut West, Inc., collectively referred to as Sellers and the sale of the associated business of the Pizza Hut Restaurants listed on Exhibit A attached hereto, to PacPizza, LLC, or any affiliate of PacPizza, LLC, with full power and authority to perform any action, and negotiate, execute and deliver and to receive any agreements, instruments, certificates and documents which are necessary or appropriate to effectuate and consummate the above transaction.

IN WITNESS WHEREOF, the undersigned has duly executed this Power of Attorney this 4<sup>th</sup> day of AUGUST 1997.

PIZZA HUT OF OREGON, INC.

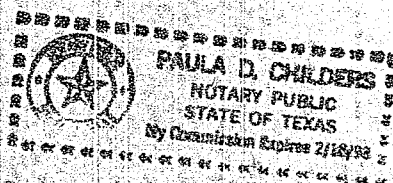
By Teresa J. Roll  
Teresa J. Roll, President

STATE OF TEXAS )

COUNTY OF DALLAS ) ss.

On this 4<sup>th</sup> day of AUGUST 1997, before me came Teresa J. Roll, to me known to be the President of Pizza Hut of Oregon, Inc. and the individual described in, and who executed the foregoing instrument, and acknowledged that she executed the same.

Paula D. Childers  
Notary Public



## EXHIBIT A

PHO

27842

102017 1924 Biddle Road  
 102018 2220 Highway 66  
 102019 2139 N.E. 3rd Street  
 102020 835 Chatco Avenue  
 102021 1465 N.E. 6th Street  
 102022 3650 S. 6th Street  
 102023 1211 S. Riverside Avenue  
 102024 1977 Newmark Street  
 102025 2414 S. U.S. Highway 97  
 102027 7334 Highway 62  
 738101 1155 S.W. Division Street, #B12  
 738201 507 South Front Street  
 738202 1434 Esplanade Avenue  
 738203 1250 Crater Lake Avenue  
 738301 353 South Broadway  
 738302 485 N.E. Stephens Street

Medford	OR	97504
Ashland	OR	97520
Bend	OR	97701
Brookings	OR	97415
Grants Pass	OR	97526
Klamath Falls	OR	97603
Medford	OR	97501
North Bend	OR	97459
Redmond	OR	97756
White City	OR	97503
Bend	OR	97702
Central Point	OR	97502
Klamath Falls	OR	97601
Medford	OR	97504
Coos Bay	OR	97420
Roseburg	OR	97470

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Vinson & Elkins L.L.P. the 26th day  
 of August A.D., 19 97 at 10:27 o'clock A. M., and duly recorded in Vol. M97  
 of Power of Attorney on Page 27837

FEE \$30.00

By Bernice G. Letsch, County Clerk  
Kathleen Rosa