



Jack in the Box Inc.

835214

October 8, 1999

State of Florida
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 JAN 14 PM 3:01
TALLAHASSEE, FLORIDA

RE: Corporation name change

600003017556--0
-10/18/99--01127--001
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed is an application to amend our authorization to transact business in Florida along with a certified copy of the amendment from Delaware.

I have also enclosed a check for the following amounts:

Filing fee	\$35.00
Certified copy	8.75
Certificate of Status	<u>8.75</u>
Total	\$52.50

If you require additional information, please contact me at 858/571-2510 or at the address below.

Very truly yours,

Kathy Reed

Kathy Reed
Manager, Tax Compliance

NC
1-18-00
DHS



Jack in the Box Inc.

January 13, 2000

State of Florida
ATTN: Doug Spitler
409 East Gaines Street
Tallahassee, FL 32399

RE: Corporation name change
Foodmaker, Inc.

Dear Mr. Spitler

We received your letter dated October 26, 1999 that indicated our corporation would need to select another name to use in Florida. I have enclosed is a copy of a Board of Directors resolution stating that Jack in the Box Inc. is authorized to use the name Jack in the Box Restaurants Inc in the state of Florida. The executive committee of the board of directors has signed the resolution. I am sending two copies of the resolution – since this was done by fax, Mr. Brown signed one copy and Mr. Goodall signed another. Mr. Nugent is present in this building, so he signed both copies. Mr. Nugent is also an officer of Jack in the Box Inc. –his title is Chief Operating Officer/President.

I have changed line 5 of the amendment application to indicate that we would use the name Jack in the Box Restaurants Inc. in Florida.

If you require additional information, please contact me at (858) 571-2510 or at the address below.

Very truly yours,

A handwritten signature in cursive script that reads "Kathy Reed". The ink is black and the signature is fluid and legible.

Kathy Reed
Manager, Tax Compliance

FILED
00 JAN 14 PM 3:01
TALLAHASSEE, FLORIDA



OCT 29 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 26, 1999

JACK IN THE BOX INC.
ATTN: KATHY REED
9330 BALBOA AVENUE
SAN DIEGO, CA 92123-1516

SUBJECT: FOODMAKER INC.
Ref. Number: 835214

*Notified
Turn P
11-3-99*

FILED
00 JAN 14 PM 3:01
TALLAHASSEE, FLORIDA

We have received your document for FOODMAKER INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 099A00051494

OCT 29 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Foodmaker, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. 10-15-75
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/04/99
5. Jack in the Box RESTAURANTS INC
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
no change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
no change
New Jurisdiction
- L. E. Schauf
Signature
- 10/06/99
Date
- Lawrence E. Schauf, Exec. V.P., Sec.
Typed or printed name
- _____
Title

FILED
00 JAN 14 PM 3:01
TALLAHASSEE, FLORIDA

OCT 29 1999 OCT 11 1999

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"JACK IN THE BOX INC.", A DELAWARE CORPORATION,
WITH AND INTO "FOODMAKER, INC." UNDER THE NAME OF "JACK IN THE BOX INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 1 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0773942 8100M

AUTHENTICATION:

0017807

DATE:

10-08-99

991427371

Sep. 30. 1999 12:34PM NCR PH# 734 1450 FAX 3027341476

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 09/30/1999
991412801 - 0773942

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
JACK IN THE BOX INC.
WITH AND INTO
FOODMAKER, INC.**

(Pursuant to Section 253 of the
Delaware General Corporation Law)

Foodmaker, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation owns all of the outstanding shares of Jack in the Box Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware.

SECOND: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 17th day of September, 1999, determined to merge Jack in the Box Inc. into this corporation on the terms and conditions set forth in such resolutions:

RESOLVED, that Jack in the Box Inc. be merged with and into the Corporation and that the Corporation be the surviving corporation in such merger.

FURTHER RESOLVED, that upon the effectiveness of the merger, the Corporation shall assume all of the liabilities and obligations of Jack in the Box Inc.

FURTHER RESOLVED, that upon the effectiveness of the merger, the name of the Corporation shall be changed to "Jack in the Box Inc." and Article I of the Restated Certificate of Incorporation shall be amended to read as follows:

**"ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Jack in the Box Inc."

THIRD: That the merger of Jack in the Box Inc. with and into the corporation shall be effective at 8:00 a.m., Eastern Daylight Time, on Monday, October 4, 1999.


LC09225074

Sep. 30. 1999 12:34PM NCR PH# 734 1450 FAX 3027341476

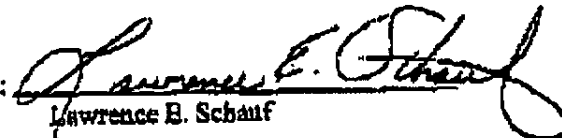
No. 7497 P. 3/3
OCT 29 1999

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by
its Treasurer, and attested by Lawrence E. Schauf, its Secretary, this 30th day of September,
1999.

FOODMAKER, INC.

By: 
Harold L. Sachs
Treasurer

Attest:

By: 
Lawrence E. Schauf
Secretary

LC99225074

DEC. 9. 1999 3:46PM

DEC-02-1999 16:17

FOODMAKER INC.

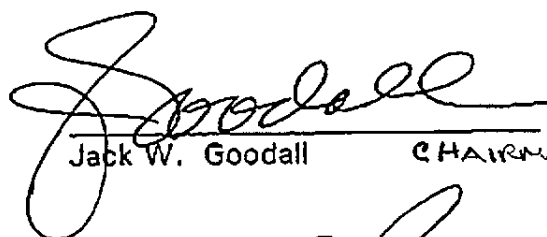
NO. 3190 P. 3 02 02

**UNANIMOUS WRITTEN CONSENT
OF THE EXECUTIVE COMMITTEE OF
THE BOARD OF DIRECTORS OF
JACK IN THE BOX INC.**

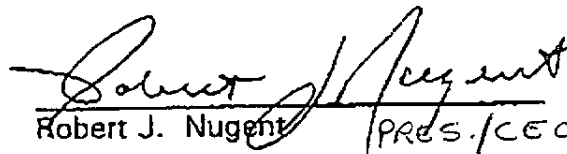
The undersigned, being all of the members of the Executive Committee of the Board of Directors of Jack in the Box Inc., a Delaware corporation, hereby take the following action by unanimous written consent.

RESOLVED, The Executive Committee does hereby authorize management to adopt and use an alternate or fictitious business name for the purpose of qualifying in and conducting business in the State of Florida, the State of North Carolina, or any other states where the company does business and where management deems it appropriate to use alternate or fictitious names. The Executive Committee hereby authorizes management to use the fictitious names "Jack in the Box Restaurants Inc." or, if unavailable or inappropriate, "Jack in the Box Inc. of Florida," or "Jack in the Box Inc. of North Carolina", or if unavailable or inappropriate, "Foodmaker, Inc." or such other names as management deems appropriate and which maybe allowed or permitted.

The Executive Committee authorizes and directs management to execute necessary legal documents consistent with its existing authority, to change the corporate name on legal fillings, bank accounts, and other materials and items to reflect the alternate or fictitious name.


Jack W. Goodall CHAIRMAN

Jay W. Brown


Robert J. Nugent PRES./CEO

Date: 12/02/99

Board/unan.fict.name

**UNANIMOUS WRITTEN CONSENT
OF THE EXECUTIVE COMMITTEE OF
THE BOARD OF DIRECTORS OF
JACK IN THE BOX INC.**

The undersigned, being all of the members of the Executive Committee of the Board of Directors of Jack In the Box Inc., a Delaware corporation, hereby take the following action by unanimous written consent.

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Jack W. Goodall

Jay W. Brown

Robert J. Nugent

Date: 12/02/99

Board/unan.fict.name