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Feb 12 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000003376 (1)

1. Corporation Name:
TACO BELL OF CALIFORNIA, INC.



Principal Place of Business
17901 VON KARMAN
IRVINE CA 92714

Mailing Address
17901 VON KARMAN
IRVINE CA 92614-6253

3. Date Incorporated or Qualified 07/21/1993	3a. Date of Last Report 02/12/1996
4. FEI Number 33-0544141	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 SAME AS ABOVE	2a. Mailing Address 26 SAME AS ABOVE
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM % C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD GOODMAN, RICHARD 17901 VON KARMAN IRVINE CA <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VPD MOORE, GREGORY N 17901 VON KARMAN IRVINE CA 92714 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	See attached <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	See attached <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	See attached <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	See attached <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ 2/3/97 714 843 4083
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

Taco Bell of California Officers & Directors

Name	Title	Address
Richard A. Goodman	President & Director	12 Aristotle Irvine, CA 92715
(Vacant)	Vice President - Tax & Director	
Gregory N. Moore	Vice President, Treasurer & Director	5 Recodo Irvine, CA 92720
Rudy Pollak	Vice President - Purchasing	29682 Tamarron Laguna Niguel, CA 92677
Gaynor J. Ryan	Secretary	19166 Sierra Maria Irvine, CA 92715
Bridgette A. Berry-Smith	Assistant Secretary	609 Palm Circle Compton, CA 90220
Steven L. Emmons	Assistant Secretary	29622 Alta Terra Laguna Niguel, CA 92677
Laurence Gerich	Assistant Secretary	33595 Sundown Court Dana Point, CA 92629
Pamela R. Milner	Assistant Secretary	901 Almond Place Newport Beach, CA 92660
R. Bryce Shirley	Assistant Secretary	13692 Andele Irvine, CA 92720

*All licenses, permits and correspondence must be sent to the business address below:

**Taco Bell of California
17901 Von Karman Ave.
Irvine, CA 92714
(714) 863-4500**