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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: Not Applicable
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes 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: **N/A**
82 Street Address (P.O. Box Number is Not Acceptable):
83
84 City: **FL** 85 Zip Code:

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	GOODMAN, RICHARD	
STREET ADDRESS	17901 VON KARMAN	
CITY - ST - ZIP	IRVINE CA	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	MOORE, GREGORY N	
STREET ADDRESS	17901 VON KARMAN	
CITY - ST - ZIP	IRVINE CA 92714	
TITLE	<i>See attached</i>	<input type="checkbox"/> DELETE
NAME	<i>See attached</i>	
STREET ADDRESS	<i>See attached</i>	
CITY - ST - ZIP	<i>See attached</i>	
TITLE	<i>See attached</i>	<input type="checkbox"/> DELETE
NAME	<i>See attached</i>	
STREET ADDRESS	<i>See attached</i>	
CITY - ST - ZIP	<i>See attached</i>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

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: *[Signature]* **SIGNATURE REQUIRED** 2/3/97 714 843 4083
SIGNATURE AND/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**