

TRANSMITTAL LETTER

F980000013/3

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: TACO BELL OF AMERICA, INC.

(Name of corporation - must include suffix)

900002430489--2  
-02/13/98--01102--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W98-3342

Laurie Gleason, Corporate paralegal

(Name of Person)

Taco Bell Corporation, Law Department

(Firm/Company)

17901 Von Karman

(Address)

Irvine, CA 92614-6221

(City/State/Zip)

93/9  
98 MAR -9 PM 1:11  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Laurie Gleason

(Name of Person)

at 714-863-4500

(Area Code & Daytime Telephone Number)

900002430489--2  
-03/10/98--01008--011  
\*\*\*1150.00 \*\*\*1150.00

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Taco Bell Corp.  
17901 Von Karman  
Irvine, California 92614-6221  
Telephone: 714 863 4500

January 29, 1998



Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327, Tallahassee, FL 32314

To Whom it may concern:

This letter shall serve as the formal consent of Taco Bell Corp., Taco Bell of California and all other Taco Bell entities, to the registration of Taco Bell of America, Inc. within your state.

Sincerely,

  
R. Bryce Shirley  
Managing Counsel and Assistant Secretary,  
Taco Bell Corp., Taco Bell of California and Taco Bell of America, Inc.

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

February 16, 1998

LAURIE GLEASON  
TACO BELL CORPORATION  
17901 VON KARMAN  
IRVINE, CA 92614-6221

SUBJECT: TACO BELL OF AMERICA, INC.  
Ref. Number: W98000003342

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DIVISION OF CORPORATIONS  
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We have received your document for TACO BELL OF AMERICA, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 898A00008669

Taco Bell Corp.  
17901 Von Karman  
Irvine, California 92614-6221  
Telephone: 714 863 4500



March 3, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Taco Bell of America, Inc.** - annual report and penalty fees.  
LETTER NUMBER: 898A00008669  
REF. NUMBER W98000003342

Dear Ms. Sindt:

Enclosed please find a check in the amount of \$1,150.00 for the above referenced fees.

Please call me at 714-863-5258 if you have any questions.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Laurie Gleason".

Laurie Gleason

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 PM 1:12

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. TACO BELL OF AMERICA, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 330777005

(FEI number, if applicable)

4. September 26, 1997

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 10/1/97

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. TACO BELL OF AMERICA, INC. CORPORATE HEADQUARTERS

17901 Von Karman, Irvine, CA 92614-6221

(Current mailing address)

8. Restaurant

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: C T CORPORATION SYSTEM

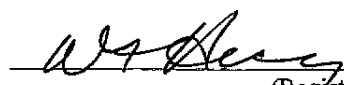
Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



D.F. Hickey, Asst. Secy.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS  
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Max Craig  
 Address: 17901 Von Karman  
Irvine, CA 92614-6221

Vice Chairman: Richard A. Smith  
 Address: 17901 Von Karman  
Irvine, CA 92614-6221

Director: R. Bryce Shirley  
 Address: 17901 Von Karman  
Irvine, CA 92614-6221

Director: \_\_\_\_\_  
 Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Max Craig  
 Address: 17901 Von Karman  
Irvine, CA 92614-6221

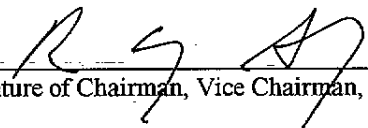
Vice President: Melissa Lora  
 Address: Irvine, CA 92614-6221

Secretary: Richard A. Smith  
 Address: Irvine, CA 92614-6221

Treasurer: Carmen Sherman  
 Address: Irvine, CA 92614-6221

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**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. Bryce Shirley Ass. Secretary  
 (Typed or printed name and capacity of person signing application)

**STATE OF FLORIDA**

**APPLICATION FOR CERTIFICATE OF AUTHORIZATION  
TO TRANSACT BUSINESS**

**ADDITIONAL OFFICERS**

| <b>NAME</b>           | <b>OFFICE/TITLE</b>   | <b>ADDRESS</b>                            |
|-----------------------|-----------------------|---|
| R. Bryce Shirley      | Ass. Secretary - V.P. | 17901 Von Karman<br>Irvine, CA 92614-6621 |
| Bridgette Berry-Smith | Ass. Secretary        | 17901 Von Karman<br>Irvine, CA 92614-6621 |
| Steven L. Emmons      | Ass. Secretary        | 17901 Von Karman<br>Irvine, CA 92614-6621 |
| Laurence Gerich       | Ass. Secretary        | 17901 Von Karman<br>Irvine, CA 92614-6621 |

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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TACO BELL OF AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS  
98 MAR -9 PM 1:12



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8885871

DATE:

01-27-98