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03-01-1999 90096 021 ***150.00

UD-00001

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F98000001313**

1. Corporation Name
TACO BELL OF AMERICA, INC.



Principal Place of Business: 17901 VON KARMAN IRVINE CA 92614-6221
 Mailing Address: 17901 VON KARMAN IRVINE CA 92614-6221

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **03/09/1998**

4. FEI Number: **33-0777005** 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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

9. Name and Address of Current Registered Agent
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 **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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CP	<input type="checkbox"/> DELETE
NAME	CRAIG, MAX	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA 92614-6221	
TITLE	CS	<input type="checkbox"/> DELETE
NAME	SMITH, RICHARD A	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA 92614-6221	
TITLE	DASV	<input type="checkbox"/> DELETE
NAME	SHIRLEY, R. BRYCE	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA 92614-6221	
TITLE	V	<input type="checkbox"/> DELETE
NAME	LORA, MELISSA	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA 92614-6221	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	SHERMAN, CARMEN	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA 92614-6221	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BERRY-SMITH, BRIDGETTE	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA 92614-6221	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	President
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 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, with all other like empowered.

SIGNATURE: _____ DATE: **1-7-99**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (1/198)