

F98000001313

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

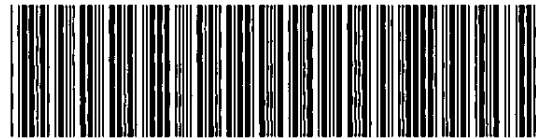
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800134459968

08/18/08--01049--013 **70.00

RECEIVED DATE
09-02-08

RECEIVED
08 AUG 18 PM 2:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 AUG 18 PM 4:39

Merger

G. Goulette AUG 19 2008



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

August 18, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7327316 SO
Customer Reference 1: Taco Bell
Customer Reference 2: Mergers

Dear Department of State, Florida:

Please obtain the following:

FTB, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

August 18, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

CT
=====

Re: Order #: 7327316 SO
Customer Reference 1: Taco Bell
Customer Reference 2: Mergers

Dear Department of State, Florida:

Please obtain the following:

FTB, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Taco Bell of America, Inc.	Delaware	F98000001313

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FTB, Inc.	Florida	P95000089636

RECEIVED

08 AUG 18 PM 4:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 9 / 2 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 8/11/08.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 8/11/08.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Steven L. Emmons, Vice President

Steven L. Emmons, Vice President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Taco Bell of America, Inc.</u>	<u>Delaware</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>FTB, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the General Corporation Laws of Florida and Delaware, FTB, Inc. ("THE NON-SURVIVOR") shall be merged with and into Taco Bell of America, Inc. (the "Merger"). Following the Merger, Taco Bell of America, Inc. shall continue as the surviving corporation under the name Taco Bell of America, Inc., the separate corporate existence of THE NON-SURVIVOR shall cease, and Taco Bell of America, Inc. shall possess all the rights, privileges, powers and franchises of THE NON-SURVIVOR and assume all of the liabilities and obligations of THE NON-SURVIVOR. Taco Bell Corp., a California corporation, the sole Shareholder of Taco Bell of America, Inc. and THE NON-SURVIVOR, has approved the Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effectiveness of the Merger, each share of Stock of FTB, Inc. then issued and outstanding shall thereupon and without more be extinguished and canceled, without consideration, and each share of stock of Taco Bell of America, Inc. then issued and outstanding shall remain issued and outstanding.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

There shall be no change in the officers or directors of Taco Bell of America, Inc., the officers and directors in office at the time of merger shall remain in office upon the effective date of the merger.

The merger shall be effective on September 2, 2008.