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MERGER OR SHARE EXCHANGE

TACO BELL OF AMERICA, INC.

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EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
TENGA TACO, INC. (a Florida corporation)
INTO
TACO BELL OF AMERICA, INC. (a Delaware corporation)

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger (the "Articles"):

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Taco Bell of America, Inc.	Delaware	F88000001313

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Tenga Taco, Inc.	Florida	P93000023404

THIRD: The Plan of Merger is as follows:

WHEREAS, Tenga Taco, Inc. ("TENGA TACO") and Taco Bell of America, Inc. ("TBA"), each of which is a wholly owned subsidiary of Taco Bell Corp., a California corporation, have resolved that TENGA TACO be merged under and pursuant to the Delaware and Florida General Business Corporation Law (the "Laws") into a single corporation existing under the laws of the State of Delaware, to wit, TBA, which shall be the surviving corporation (such corporation in its capacity as surviving corporation being sometimes referred to herein as the "Surviving Corporation").

NOW THEREFORE, the parties to this Agreement hereby agree as follows:

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

b. Status and Conversion of Securities.

(i) Upon the effectiveness of the Merger, each share of stock of TENGA TACO then issued and outstanding shall thereupon and without more be extinguished and canceled, without consideration, and each share of stock of TBA then issued and outstanding shall remain issued and outstanding.

(ii) From and after the Effective Time, each outstanding and unexercised option or other right to purchase or security convertible into TENGA TACO stock shall become an option or right to purchase or a security convertible into the Surviving Corporation's stock on the basis of one share of the Surviving Corporation's stock for each share of TENGA TACO stock issuable pursuant to any such option, stock purchase right or convertible security, on the same terms and conditions

and at an exercise price per share equal to the exercise price per share applicable to any such TENGA TACO option, stock purchase right, or convertible security immediately prior to the Effective Time.

c. **Effective Time.** The Merger shall become effective at 12:01 a.m. EST on December 24, 2003 (the "Effective Time").

d. **Certificate of Incorporation and By-Laws.** Upon consummation of the Merger at the Effective Time, the Certificate of Incorporation and By-Laws of TBA in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation and By-Laws of the Surviving Corporation, until amended or repealed as provided therein or by law.

e. **Filing.** As soon as practicable, the parties hereto shall cause to be executed in the manner required by the Laws and delivered to the Secretary of State of Florida and Delaware such documents as shall effect the Merger under the laws of the States of Delaware and Florida, and the parties shall cause to be performed all necessary acts within the States of Delaware and Florida and elsewhere to effect the Merger. The Boards of Directors and the proper officers of TENGA TACO and TBA are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents that shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger.

f. **Abandonment.** At any time prior to the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either TENGA TACO or TBA, or of both, despite the approval of this Agreement by the shareholder of TENGA TACO or TBA.

g. **Amendment.** The Boards of Directors of TENGA TACO and TBA may amend this Agreement at any time prior to the Effective Time, provided that an amendment made after the adoption of this Agreement by the shareholder of either TENGA TACO or TBA shall not (a) alter or change the amount or kind of shares, securities, cash, property, and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of such constituent corporation.

FOURTH: The merger shall become effective at 12:01 a.m. EST on December 24, 2003.

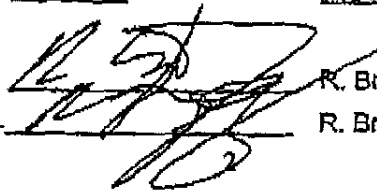
FIFTH: Adoption of Merger by the surviving corporation - The Plan of Merger was adopted by the sole shareholder of the surviving corporation on October 23, 2003.

SIXTH: Adoption of Merger by the merging corporation - The Plan of Merger was adopted by the sole shareholder of the merging corporation on October 23, 2003.

SEVENTH: SIGNATURES FOR EACH CORPORATION

Name of Corporation Signature Typed or Printed Name of Individual & Title

Tenga Taco, Inc.



R. Bryce Shirley, Vice President

Taco Bell of America, Inc.

R. Bryce Shirley, Vice President

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