

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L010000012316

Bracheau Management LLC

per Stacy - correct the
title of the articles

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 26 AM 10:58
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

01 JUL 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
FILED

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Courier

Articles of
**ORGANIZATION
OF
BRANCHEAU MANAGEMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE 1: NAME

The name of the limited liability company shall be:

BRANCHEAU MANAGEMENT, LLC

ARTICLE 2: ADDRESS

The mailing address and the street address of the principal office of the Company shall be:

999 9th Street South
Suite 101
Naples, Florida 34102

ARTICLE 3: DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE 4: PURPOSE

The purpose of this Company is limited to owning, operating, and developing Taco Bell, KFC and Pizza Hut franchised or licensed, retail food service outlets, and other concepts expressly approved in writing by location by Tricon Global Restaurants, Inc. or one of the wholly-owned subsidiaries.

ARTICLE 5: REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

Timothy J. Cotter, P.A.
999 9th Street South
Suite 103
Naples, Florida 34102

APPROVED
AND
FILED
01 JUL 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6: ADMISSION OF NEW MEMBERS

Each member must be an individual, a natural person, not a corporation, partnership, LLC, or other such legal entity. No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer such member's interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of such member's interest approve of the proposed transfer by unanimous written consent. Notwithstanding the above, Taco Bell Corp. has the right to approve all members in accordance with the terms of its franchise agreements with the Company.

ARTICLE 7: RIGHT OF FIRST REFUSAL AND TRANSFER APPROVAL

Notwithstanding anything to the contrary herein, Taco Bell Corp.'s rights of first refusal and to approve and disapprove proposed transfers of interest in the Company or the Members with respect to any such transfers, Taco Bell Corp. has the right of first refusal and approval of all transfers.

ARTICLE 8: TACO BELL CORP. AS TRANSFEREE

Notwithstanding anything to the contrary herein, in the event Taco Bell Corp. is to purchase or otherwise acquire from a Member the Member's interest in the Company, Taco Bell Corp. shall receive a full membership interest with all rights of a Member and not merely an economic ownership interest.

ARTICLE 9: REMOVAL BY VOTE

Notwithstanding anything to the contrary herein, in the event Taco Bell Corp. becomes a Member of the Company, it may be removed as a Member only for breach of this Agreement.

ARTICLE 10: CONFLICTS

Notwithstanding anything to the contrary herein, in the event Taco Bell Corp. becomes a Member of the Company, Taco bell Corp.'s actions, omissions, decisions and other performance as franchisor of the Taco Bell System shall in no way constitute a breach of any of its representations, obligations or covenants in this Agreement.

ARTICLE 11: TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members or members.

ARTICLE 12: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is:

Thomas Brancheau
999 9th Street South
Suite 101
Naples, Florida 34102

OR

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and address of the managing members of the Company are:

Thomas Brancheau
999 9th Street South
Suite 101
Naples, Florida 34102

Carrie Brancheau
999 9th Street South
Suite 101
Naples, Florida 34102

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ARTICLE 13: AMENDMENT OF OPERATING AGREEMENT

Notwithstanding anything to the contrary herein, unless Taco Bell Corp. expressly consents thereto in writing, this Agreement may not be amended in any manner which would: a) hinder or impair any of the rights of Taco Bell Corp. under any Taco Bell franchise agreement with the Company to consent or deny consent to, or to purchase in the event of any proposed transfer of any Member's or transferee's interest in the Company, or b) materially add, delete, modify or shift the rights or obligations of any Members or transferees in the Company as to ownership or control of the Company or distributions by the Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida on ~~August~~ July 25, 2001.

Timothy J. Cotter

Timothy J. Cotter, Members Authorized
Representative

STATE OF FLORIDA
COUNTY OF COLLIER

July 25

SUBSCRIBED AND SWORN TO before me on ~~August~~ *July 25*, 2001, by Timothy J. Cotter, who is
personally known to me.

Jeanne Marie Dervin

Notary Public, State of Florida

Jeanne Marie Dervin

Printed Name

My Commission Expires:



Jeanne Marie Dervin
★ My Commission CC826248
Expires April 12, 2003

01 JUL 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

BRANCHEAU MANAGEMENT, LLC

Pursuant to 48.091 and 607.0501 Florida Statutes, the following is submitted:

BRANCHEAU MANAGEMENT, LLC, a limited liability company, desiring to organize under the laws of the State of Florida, submits the following statement in designation of its registered office and its Registered Agent within the State of Florida.

1. The name of the limited liability company is:

Brancheau Management, LLC

2. The name and address of the registered agent and office are:

Timothy J. Cotter, P.A.
999 9th Street South
Suite 201
Naples, Florida 34103

The undersigned, being the person named in the articles of organization of BRANCHEAU MANAGEMENT, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper complete performance of my duties, and is familiar with and accepts the obligations of the position of registered agent.



Timothy J. Cotter, Registered Agent

^{JULY}
Date: August 25, 2001

01 JUL 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
FILED