



99000007354

ACCOUNT NO. : 072100000032

REFERENCE : 438485 7184829

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 125.00

ORDER DATE : October 27, 1999

ORDER TIME : 3:20 PM

ORDER NO. : 438485-005

CUSTOMER NO: 7184829

CUSTOMER: Mr. Edward C. Johnson
MR. EDWARD C. JOHNSON
MR. EDWARD C. JOHNSON
Pacific Center II, Suite 880
14160 Dallas Parkway
Dallas, TX 75240

DOMESTIC FILING

NAME: FIESTA HOSPITALITY, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

5 pgs

FILED
99 NOV -2 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
99 NOV -2 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

FIESTA HOSPITALITY, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 8055 SE Windjammer Way, Hobe Sound, Florida, 33455.

ARTICLE III. PURPOSE

This limited liability company is formed and organized for the limited purpose of owning, operating and developing one or more Taco Bell, KFC and Pizza Hut franchise or license retail food service outlets and other concepts expressly approved in writing by location by Tricon Global Restaurants, Inc., or one of its wholly-owned subsidiaries, and to conduct business transactions directly related to such operation, ownership and development.

ARTICLE IV. DURATION

The period of duration for the Limited Liability Company shall be: 30 YEARS

FILED
9 NOV -2 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE VI. RESTRICTIONS

The transfer or issuance of membership interest in this limited liability company is subject to the terms and conditions of one or more Franchise Agreements with Taco Bell Corp.

The transfer of membership interest is subject to the terms and conditions of one or more Franchise Agreements with Taco Bell Corp. Reference is made to said Franchise Agreement(s) and to the restrictive provisions of the Articles of Organization and Operating Agreement of this limited liability company.

ARTICLE VII. MANAGEMENT

The Limited Liability Company is to be managed by members and the names and addresses of the managing members are:

Mary Gavin
Member

8055 SE Windjammer Way
Hobe Sound, Florida 33455

Jorge Berlingeri
Member

4128 Amber Drive
Weston, Florida 33331

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 NOV -2 PM 3:11

FILED

The undersigned authorized representative of a member of
FIESTA HOSPITALITY, LLC hereby executes these articles of
organization on this 1st day of November, 1999.

CORPORATION SERVICE COMPANY

Laura R. Dunlap

BY:

Its Incorporator, Laura R. Dunlap
as authorized representative of
FIESTA HOSPITALITY, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap

Its Agent, Laura R. Dunlap

Dated: November 1, 1999

CHD/jai

FILED
99 NOV -2 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of FIESTA HOSPITALITY, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
28th day of October, 1999.

Tammy R. Loewy
WITNESS

TAMMY R. LOEWY
TYPED OR PRINTED NAME

[Signature]
WITNESS

DAVID S. LOEWY
TYPED OR PRINTED NAME

[Signature]
SIGNATURE

Mary Gavin, Member
TYPED OR PRINTED NAME

FILED
99 NOV -2 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA