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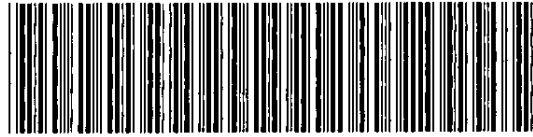
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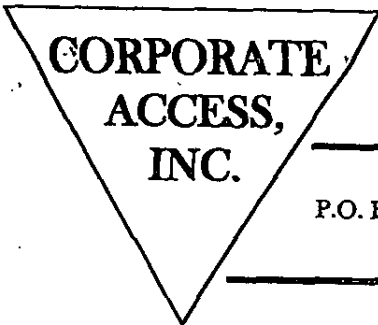
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Inc.

1. RS Bells, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF INCORPORATION
OF
RS BELLS, INC.**

ARTICLE I - NAME

The name of the Corporation is:

RS BELLS, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of owning, operating, and developing Taco Bell, KFC, Pizza Hut, A & W, All-American Food, and Long John Silver's branded foodservice operations, and other branded concepts expressly approved in writing by location by YUM! Brands, Inc., or one of its subsidiaries.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be 500 shares common stock, no par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is offered to others.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2501 Hollywood Blvd., Suite 220, Hollywood, Florida 33020, and the name of the initial registered agent of this Corporation at that address is **BURT SREBRENİK.**

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is Burt Srebrenik, Esquire, 2501 Hollywood Blvd., Suite 220, Hollywood, Florida 33020.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Burt Srebrenik	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020
Pam Srebrenik	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020
Malka Rodrig	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020
Rotem Rodrig	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020

ARTICLE IX - INCORPORATORS

The names and addresses of the persons subscribing to these Articles of

Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Burt Srebrenik	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020
Pam Srebrenik	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020
Malka Rodrig	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020
Rotem Rodrig	2501 Hollywood Blvd., Suite 220 Hollywood, Florida 33020

ARTICLE X - POWERS

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 16 day of June, 2010.

 (SEAL)

BURT SREBRENİK

 (SEAL)

PAM SREBRENİK

 (SEAL)

MALKA RODRIG

 (SEAL)

ROTEM RODRIG

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of June, 2010, by **BURT SREBRENİK**, who is ☒ personally known to me or ☐ produced _____ as identification.

N. Charlie Ortiz
Notary Public, State of Florida



N. CHARLIE ORTIZ
MY COMMISSION # DD 767188
EXPIRES: April 5, 2012
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of June, 2010, by **PAM SREBRENİK**, who is ☒ personally known to me or ☐ produced _____ as identification.

N. Charlie Ortiz
Notary Public, State of Florida



N. CHARLIE ORTIZ
MY COMMISSION # DD 767188
EXPIRES: April 5, 2012
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of
June, 2010, by **MALKA RODRIG**, who is ☒ personally known to me or ☐ produced
_____ as identification.

Charlie Ortiz
Notary Public, State of Florida



N. CHARLIE ORTIZ
MY COMMISSION # DD 767183
EXPIRES: April 5, 2012
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of
June, 2010, by **ROTEM RODRIG**, who is ☒ personally known to me or ☐ produced
_____ as identification.

Charlie Ortiz
Notary Public, State of Florida

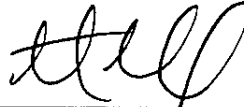


N. CHARLIE ORTIZ
MY COMMISSION # DD 767183
EXPIRES: April 5, 2012
Bonded Thru Budget Notary Services

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **RS BELLS, INC.**, at the place designated in the Articles of Incorporation, **BURT SREBRENİK**, agrees to act in that capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated this 16 day of June, 2010.



BURT SREBRENİK
Registered Agent

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