

196000066164  
TAFT, STETTINIUS & HOLLISTER

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420 WALNUT STREET  
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SUITE 200 - 8140 WEST CHURCH ROAD  
CLEVELAND, OHIO 44131-2130  
216-648-0707  
FAX: 216-648-0708

August 5, 1996

**FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-08/07/96--01003--008  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Please find enclosed the following documents for immediate filing:

1. Articles of Incorporation, including Appointment and Acceptance of Registered Agent, of Tomarrie, Inc.
2. Our firm's check for \$122.50, to cover the filing fees of the Articles of Incorporation, the Appointment and Acceptance of Registered Agent, and a certified copy of the Articles of Incorporation.

I have enclosed a copy of the Articles of Incorporation to be time stamped by your office and returned to us with the certified copy of the Articles in the enclosed self-addressed, stamped envelope.

Thank you for your assistance. If you have any questions, please do not hesitate to call.

Sincerely,

*Tracey A. Chriske*  
Tracey A. Chriske

TC/skb  
FLORIDA.LTR

Enclosure

cc: Mr. Thomas Brancheau  
Philip F. Schultz, Esq.

8/8/96  
7/12/96  
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FBI

ARTICLES OF INCORPORATION

OF

TOMARRIE, INC.

The undersigned, desiring to form a corporation for profit under Sections 607 et seq. of the Florida Statutes Annotated, does hereby certify:

- FIRST:** The name of the Corporation shall be TOMARRIE, INC.
- SECOND:** The Corporation's principal office is to be located at 2735 68th St. S.W., Naples, Florida 33999.
- THIRD:** The maximum number of shares which the Corporation is authorized to issue is Ten Thousand (10,000), all of which shall be common shares, without par value, which shall be voting shares.
- FOURTH:** No holders of shares of the Corporation shall have any preemptive rights to subscribe for or to purchase any shares of the Corporation of any class whether now or hereafter authorized.
- FIFTH:** To the extent permitted by law the Corporation may, from time to time, pursuant to authorization of the Board of Directors and without action by the shareholders, purchase or otherwise acquire shares of any class, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness, or other securities of the Corporation (or any other corporation) in such manner, upon such terms, and in such amounts as the Board of Directors may determine.
- SIXTH:** No transaction between the Corporation and any other corporation shall in any way be affected or invalidated by the fact that any director of the Corporation has an interest in such other corporation, including being a director or officer of such corporation, provided that the fact that the interest exists shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; any director of the

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Corporation who has such an interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such transactions, and may vote thereat to authorize such transaction, with like force and effect as if he were not so interested.

**SEVENTH:** Any transfer of the shares of the Corporation is subject to the terms and conditions of a franchise agreement between the Corporation and Taco Bell Corp.

**EIGHTH:** The Corporation's registered office is to be located at 2735 68th St. S.W., Naples, Florida 33999.

**NINTH:** The name of the Corporation's registered agent on whom any process, tax notices, and demands required or permitted by statute to be served upon the Corporation is Thomas Brancheau, a resident of Florida.

**TENTH:** The name and address of the Corporation's sole incorporator is Thomas Brancheau, 2735 68th St. S.W., Naples, Florida 33999.

IN WITNESS WHEREOF, the undersigned has hereby set his hand this 29 day of July, 1996.

Thomas Brancheau  
Thomas Brancheau  
Incorporator

**ACCEPTANCE OF APPOINTMENT**

I hereby accept the appointment as the representative of Tomarrie, Inc. upon whom process, tax notices, or demands may be served, and I am familiar with and accept the obligations of this position.

Thomas Brancheau  
Thomas Brancheau