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ACCOUNT NO. : 072100000032  
REFERENCE : 423774 7184829  
AUTHORIZATION : Patricia Pignatelli  
COST LIMIT : \$ 70.00

ORDER DATE : October 20, 1999  
ORDER TIME : 2:03 PM  
ORDER NO. : 423774-005  
CUSTOMER NO: 7184829

700003021967-12

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: CALIENTE FOODS INC.

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: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED  
99 OCT 22 AM 9:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 22 PM 12:04

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 OCT 22 PM 12:04

ARTICLES OF INCORPORATION

OF

CALIENTE FOODS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CALIENTE FOODS INC.

The address of the principal office of this corporation shall be 23876 Petrel Court, Laguna Niguel, California 92677, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The specific purpose of this corporation is formed and organized for the limited purpose to own and operate one or more Taco Bell franchise restaurants, and to conduct business transactions directly related to such operation and ownership.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.01 par value per share. The transfer of this stock 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 Charter and Bylaws of this corporation.

ARTICLE IV. 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 V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have

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Directors, initially. The names and addresses of the  
initial members of the Board of Directors are:

Tracey Gleason            23876 Petrel Court  
Dir.                            Laguna Niguel, California 92677

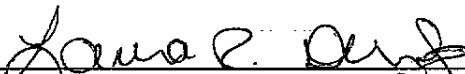
Steven Castillo            23876 Petrel Court  
Dir.                            Laguna Niguel, California 92677

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

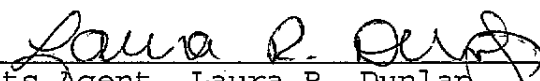
The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on October 21, 1999.

  
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation 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 607.0505, Florida Statutes.

By:   
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company