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LAW OFFICE OF
THOMAS W. GARRARD, P.A.

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October 22, 1999

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122.50 **78.75

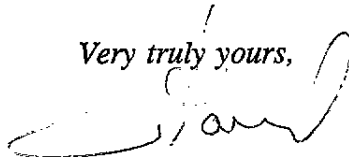
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Sir/Madam:

Re: Guerrieri Management, Inc.

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation as well as a check for \$122.50 representing the required filing fee. After processing, please return a certified copy of the Articles of Incorporation in the envelope provided. Thank you for your cooperation in this matter.

Very truly yours,



Thomas W. Garrard

FILED
99 OCT 29 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

PH 11/2/99 ✓

Articles of Incorporation
of
Guerrieri Management, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

Article I
Name

*The name of the corporation is **Guerrieri Management, Inc.***

Article II
Purposes

The sole purpose of this corporation shall be to own and operate one or more Taco Bell franchise restaurants, and any and all activities directly related thereto.

Article III
Commencement of Corporate Existence

Pursuant to Section 607.0203 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Department of State of the State of Florida.

Article IV
Corporate Stock

*The aggregate number of shares which the corporation is authorized to issue is **1,000** and such shares shall have a par value of **\$1.00** per share.*

Article V
Stock Restrictions

The issuance or transfer of stock shall be treated as a transfer of the franchisee's rights under the Taco Bell Franchise Agreement. Such transfer requires the company's consent. Prior to any issuance or transfer of stock, the corporation will furnish the company with written notice containing the details of such proposed transfer or issuance.

Each stock certificate shall include the following legend:

"The transfer of this stock is subject to the terms and conditions of a franchise agreement with Taco Bell Corporation. Reference is made to said franchise agreement and to restrictive provisions of the charter and by-laws of this corporation."

Article VI
Registered Agent and Office

The street address of the initial registered office, principal office and mailing address of the corporation is 842 Mirimar, Cape Coral, Florida 33904, and the name of its initial registered agent as such address is Gordon Guerrieri.

Article VII
Management of Corporate Affairs

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under, the direction of the stockholders.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

Article VIII
Incorporators

The name and address of the initial incorporator are:

Gordon Guerrieri
842 Mirimar
Cape Coral, Florida 33904

Article IX
By-laws

The power to make, alter, amend and rescind the by-laws of the corporation shall be reserved to the stockholders of the corporation.

Article X
Amendment of Articles of Incorporation

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

Article XI
Indemnification

The corporation shall indemnify any officer or former officer to the full extent permitted by law.

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation this 25th day of October, 1999.



FREDERICK MILLEMANN
My Commission CC562046
Expires Jun. 17, 2000

Frederick Millemann

X *Gordon Guerrieri*
Gordon Guerrieri

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I Hereby Certify that on this day, before me, a notary public, duly authorized in the state and county above to take acknowledgements, personally appeared, Gordon Guerrieri, who is personally known to me, who did not take an oath and who is known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed his name to said articles freely and voluntarily for the uses and purposes therein mentioned.

Witness my hand and official seal at Punta Gorda, Charlotte County, Florida, this
28th *day of October, 1999.*

~~My Commission Expires:~~



FREDERICK MILLEMANN
My Commission CC562046
Expires Jun. 17, 2000

Frederick Millemann
Notary Public
Print FREDERICK MILLEMANN

Acceptance of Registered Agent

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporations Act relative to keeping open said office.

Gordon Guerrieri
Gordon Guerrieri

*This instrument was prepared by:
Thomas W. Garrard, Esquire
Law Office of Thomas W. Garrard, P.A.
520 East Olympia Avenue
Punta Gorda, Florida 33950
{941} 639-7020*

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TALLAHASSEE, FLORIDA