

**Electronic Articles of Incorporation
For**

N04000001121
FILED
February 05, 2004
Sec. Of State

TACO BELL CARIBLA REGIONAL MARKETING FUND, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

TACO BELL CARIBLA REGIONAL MARKETING FUND, INC.

Article II

The principal place of business address:

C/O YUM RESTAURANTS, 800 FAIRWAY DR.
SUITE 400
DEERFIELD BEACH, FL. 33441

The mailing address of the corporation is:

C/O YUM RESTAURANTS, 800 FAIRWAY DR.
SUITE 400
DEERFIELD BEACH, FL. 33441

Article III

The specific purpose for which this corporation is organized is:

THE PURPOSE OF THE CORPORATION IS TO FACILITATE SHARED
MARKETING PLANNING AND EXECUTION AMONG FRANCHISEES IN THE
REGION.

Article IV

The manner in which directors are elected or appointed is:

ACCORDING TO THE BYLAWS

Article V

The name and Florida street address of the registered agent is:

WALTER H. MESSICK, P.A.
1900 CORPORATE BLVD.
SUITE 200 EAST
BOCA RATON, FL. 33431

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: WALTER H. MESSICK

Article VI

The name and address of the incorporator is:

WALTER H. MESSICK
1900 CORPORATE BLVD., SUITE 200 EAST
BOCA RATON, FL 33431

Incorporator Signature: WALTER H. MESSICK

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
ARTURO PEREZ
800 FAIRWAY DRIVE, SUITE 400
DEERFIELD BEACH, FL. 33441

Title: D
LAURA REISSER
800 FAIRWAY DRIVE, SUITE 400
DEERFIELD BEACH, FL. 33441

Title: D
RUSSELL HARMS
ROYAL PLAZA, L.G. SMITH BLVD.
ORANJESTAD, ARUBA, AR. 00000

Title: D
JOSE PACHECO
CALLE 19 AVE 8 CASA 1912 FRENTE ESQUINA
SAN JOSE, COSTA RICA, CR. 00000

Title: D
CASIANA REYES
PROLONGACION SIERVAS DE MARIA # 16 NACO
SANTO DOMINGO, DOMINICAN REP, DR. 00000

Title: D
MARIO IBARGUEN
34 CALLE, 7-41, ZONA 11
GUATEMALA CITY, GUATEMALA, GU. 01011