

STATE OF ALABAMA)
COUNTY OF SHELBY)

9 7 0 8 / 9 6 9 0

Inst # 1997-41337

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TACALA NORTH, INC.**

FIRST: The name of the corporation is Tacala North, Inc.

SECOND: Pursuant to the provisions of Section 10-2B-10.03 of the Alabama Business Corporation Act, the shareholders of the undersigned corporation, Tacala North, Inc. (the "Corporation"), have adopted the following amendments to the corporation's Articles of Incorporation:

1. ARTICLE SIXTH of the Articles of Incorporation is hereby amended by adding the following provisions thereto:

(i) Notwithstanding the above, from and after July 23, 1997, and so long as the corporation shall be a party to any franchise agreement with Taco Bell Corp. (hereinafter, a "franchise agreement"), the purposes of the corporation shall be as follows:

(A) To develop, lease, purchase, sell, exchange, manage, own or operate one or more restaurants, diners, stores, or other outlets of Taco Bell products and services, including without limitation, the following:

(I) To do all such acts and things and to transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act in furtherance of the corporation's rights and obligations under the franchise agreement;

(II) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(III) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations,

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partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(IV) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(B) To develop, lease, purchase, sell, exchange, manage, own, operate and otherwise carry on and conduct such other business and affairs as may be approved by Taco Bell Corp.

(j) In the event all franchise agreements shall be terminated (whether such termination occurs by reason of expiration or otherwise), the purposes of the corporation shall be as set forth in subparagraphs (a) through (h) inclusive, of this ARTICLE SIXTH:

(k) Notwithstanding anything in these Articles to the contrary, the corporation shall at all times have the same powers of an individual to do all things necessary or convenient to carry out its purposes as authorized in these Articles of Incorporation, as the same may be amended from time to time, including without limitation the powers described in *Code of Alabama* § 10-2B-3.02 [1994 Act, § 1].

2. The Articles of Incorporation are hereby amended to include the following ARTICLE ELEVENTH:

ELEVENTH: The issuance and transfer of the shares of the corporation is subject to the terms and conditions of certain franchise agreements with Taco Bell Corp.

THIRD: The Amendments set forth above were adopted on July 23rd, 1997, by the shareholders in the manner prescribed by law.

FOURTH: The designation, number of outstanding shares, number of votes entitled to be cast by each voting group, and the number of votes of each voting group indisputably represented in voting on the amendments were as follows:

Designation	Number of Outstanding Shares	Number of Votes Entitled to be Cast by Each Voting Group Entitled to Vote Separately on the Amendments	Number of Votes of Each Voting Group Indisputably Represented in Voting on the Amendments
Class A Common Stock	1,000	1,000	1,000
Class B Common Stock	3,000	0	0

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FIFTH: The total number of votes cast for and against the amendments by each voting group entitled to vote (there being only one such voting group) on the amendments were as follows:

For: 1,000

Against: 0

DATED July 23rd, 1997.

TACALA NORTH, INC.

By: _____

Donald M. Ghareeb
Its President

This instrument prepared by:
Bruce A. Rawls, Esquire
BURR & FORMAN LLP
P.O. Box 830719
Birmingham, Alabama 35283-0719

State of Alabama - Jefferson County,
I certify this instrument filed on:

1997 JUL 30 P.M. 15:27

Recorded and \$

Mtg. Tax

and \$

Deed Tax and Fee Amt.

\$ 11.00 Total \$

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GEORGE R. REYNOLDS, Judge of Probate



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