STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

PAMELA B. HAMPTON - FIDELITY TITLE
STE 200
6840 CAROTHERS PKWY
FRANKLIN, TN 37067-6395

Request Type: Certified Copies
Request #: 58384

Issuance Date: 02/09/2012
Copies Requested: 1

Document Receipt

Receipt # : 628499 Filing Fee: $20.00

Payment-Check/MO - PAMELA B. HAMPTON - FIDELITY TITLE, FRANKLIN, TN $20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **Taco Bell of America, LLC**, Control # 346483 was formed or qualified to do business in the State of Tennessee on 02/24/1998. Taco Bell of America, LLC has a home jurisdiction of DELAWARE and is currently in an Active status.

Tre Hargett
Secretary of State

Processed By: Sheila Keeling

The attached document(s) was/were filed in this office on the date(s) indicated below:

Reference #	Date Filed	Filing Description
6975-0082	12/29/2011	Conversion

BILL GARRETT, Davidson County
Trans:T20120010987 CHARTER
Recvd: 02/14/12 11:13 7 pgs
Fees:8.00 Taxes:0.00
20120214-0012870

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "TACO BELL OF AMERICA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TACO BELL OF AMERICA, INC." TO "TACO BELL OF AMERICA, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2011, AT 8:29 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011.

2801268 8100V

111347140

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9260664

DATE: 12-28-11

Received by Tennessee Secretary of State Tre Hargett, 12/29/2011, 09:23:40, 6975.0082

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:29 AM 12/12/2011
FILED 08:29 AM 12/12/2011
SRV 111278292 - 2801268 FILE

CERTIFICATE OF CONVERSION
OF
TACO BELL OF AMERICA, INC.
(a Delaware corporation)
to
TACO BELL OF AMERICA, LLC
(a Delaware limited liability company)

Taco Bell of America, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is Taco Bell of America, Inc., and the name under which the Corporation was originally incorporated is Taco Bell of America, Inc.;

SECOND: The date of filing of the Corporation's original certificate of incorporation with the Secretary of State of the State of Delaware, and the date on which it was first incorporated, is September 26, 1997, and the Corporation has not changed its jurisdiction since its formation;

THIRD: The name of the limited liability company into which the corporation shall be converted (the "LLC"), as set forth in the Certificate of Formation of the LLC being filed contemporaneously herewith, is Taco Bell of America, LLC;

FOURTH: The conversion described herein has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware; and

FIFTH: The conversion of the Corporation to the LLC shall be effective on December 28, 2011.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 5th day of December, 2011.

TACO BELL OF AMERICA, INC.

By: _____
Name: John Makarewich
Title: Assistant Secretary

7008165974 11024345

Received by Tennessee Secretary of State Tre Hargett, 12/29/2011, 09:23:41, 6975.0083

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "TACO BELL OF AMERICA, LLC" FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2011, AT 8:29 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011.

2801268 8100V

111347140

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9260664

DATE: 12-28-11

Received by Tennessee Secretary of State Tre Hargett, 12/29/2011, 09:23:41, 6975.0084

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:29 AM 12/12/2011
FILED 08:29 AM 12/12/2011
SRV 111278292 - 2801268 FILE

CERTIFICATE OF FORMATION

OF

TACO BELL OF AMERICA, LLC

1. The name of the limited liability company (the "LLC") is Taco Bell of America, LLC.

2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3. The principal place of business of the LLC shall be located at such place as the members shall determine from time to time.

4. The period of duration of the LLC is perpetual unless otherwise dissolved in accordance with the Limited Liability Company Agreement of the LLC.

5. The LLC is formed for the object and purpose of, and the nature of the business to be conducted by the LLC is, engaging in any lawful act or activity for which limited liability companies may be formed under the Delaware Limited Liability Company Act and engaging in any and all activities necessary, convenient, desirable or incidental to the foregoing.

6. Except as expressly provided in the Limited Liability Company Agreement of the LLC, the rights and obligations of the members in connection with the regulation and management of the LLC shall be governed by the Delaware Limited Liability Company Act.

7. Taco Bell of America, Inc., a Delaware corporation, is converting to the LLC effective at and as of, and this Certificate of Formation shall become effective on December 28, 2011. A Certificate of Conversion with respect to such conversion is being filed contemporaneously herewith.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Taco Bell of America, LLC this 5th day of December, 2011.

Authorized Person
John Makarewich, Assistant Secretary

Received by Tennessee Secretary of State Tre Hargett, 12/29/2011, 09:23:42, 6975.0085

12

State of Tennessee

Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR CERTIFICATE OF AUTHORITY (Limited Liability Company)

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Taco Bell of America, LLC

   If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

   and its date of its formation is: 09/26/1997 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

   1 Bell Way (Street) | Irvine CA (City/State) | 92618 (Zip Code)

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

   800 S. Gay Street, Suite 2021, Knoxville, Tennessee, Knox County 37929
   Street | City/State | County | Zip Code

   The name of its registered agent at that office is: C T Corporation System

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): _____

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____. **NOTE:** Additional filing fees may apply. See section 48-249-913(d).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

12/28/11
Signature Date

Assistant Secretary of Yum! Brands Inc. the Sole Manager
Signer's Capacity

Taco Bell of America, LLC
Name of Limited Liability Company

Linda Neat
Signature

Linda Neat
Name (typed or printed)

SS-4233 (Rev. 02/08) **Filing Fee: $50 per member / minimum fee=$300, maximum fee=$3,000** RDA 2458

TN063 - 04/30/2009 C T Filing Manager Online

Received by Tennessee Secretary of State Tre Hargett, 12/29/2011, 09:23:43, 6975, 0086

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TACO BELL OF AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2801268 8300

111344873

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9259528

DATE: 12-28-11

Received by Tennessee Secretary of State Tre Hargett, 12/29/2011, 09:23:43, 6975.0087