

THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block
lettering

*Insert full
name of company

For official use

Company number

☐

Name of company

TACC BELL (U.K.) LIMITED

I, DAVID ALFRED HARPER

of 21 HOLBORN VIADUCT

LONDON EC1A 2DY

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am A Solicitor of the Supreme Court
engaged in the formationof TACC BELL (U.K.) LIMITED

and that all the requirements of the Companies Acts 1948 to 1981
in respect of the registration of the said company and of matters
precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing the
same to be true and by virtue of the provisions of the Statutory
Declarations Act 1835

Declared at

6 SNOW HILL

LONDON EC1A 2AL

Signature of Declarant

the 8th day of JUNEOne thousand nine hundred and EIGHTY FOUR

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and
reference (if any):

Lovell White & King,
21 Holborn Viaduct,
London EC1A 2DY.

(Ref : 9/ANM)

For official use
New companies section

Post room



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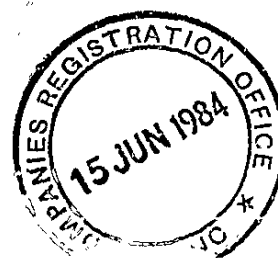
THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TACO BELL (U.K.) LIMITED



1. The name of the Company is "TACO BELL (U.K.) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as proprietors of restaurants, hotels, refreshment rooms, licensed victuallers, wine, beer and spirit merchants, brewers, tavern and beerhouse proprietors, distillers, importers, manufacturers and retailers of aerated, mineral and artificial waters and other drinks, wholesale and retail dealers in foodstuffs and as caterers and contractors in all their respective branches and to establish and provide all kinds of facilities and attractions for customers and others in connection with the said business.
 - (b) To carry on the business of merchants and traders generally and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds;



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- (c) To invest and deal with the moneys of the Company in or upon investments or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments and other securities;
- (d) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire, hold deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (f) To receive money on deposit or loan from any person, firm or company;
- (g) To make advances to any person firm or company with or without security;
- (h) To guarantee, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by issuing any security of the Company by way of mortgage, or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the Company in business or through shareholdings;
- (i) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments

whether in money or moneys worth to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;

- (j) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm, or company and to subsidise or otherwise assist any person, firm or company;
- (k) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (m) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the

time being of the Company including without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;

- (n) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (o) To make known the businesses or any of them or the products or any of them of the Company or the businesses or products of any other person firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be advertised and made known;
- (p) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (q) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the Company's business or businesses;
- (r) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance;

- (s) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (t) To pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular but without limitation in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another;
- (u) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the Company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (v) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (w) To pay out of the funds of the Company all expenses which the Company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's objects and powers;

- (x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise; and
- (y) To do all such other things as are in the opinion of the Company incidental or conducive to the above objects or any of them.

The objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other.

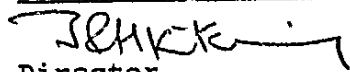
4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

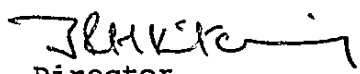
NAMES ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of
shares taken
by each
subscriber


Director,
for and on behalf of
LOVITING LIMITED
registered office:
21 Holborn Viaduct
London EC1A 2DY

One

A Company limited by Shares


Director,
for and on behalf of
SERJEANTS' INN NOMINEES LIMITED
registered office:
21 Holborn Viaduct
London EC1A 2DY

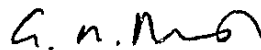
One

A Company limited by Shares

Dated the 8th day of June 1984

WITNESS to the above Signatures:-

A.N. Marsh
21 Holborn Viaduct
London EC1A 2DY



Solicitor's Articled Clerk

THE COMPANIES ACTS 1948 to 1981

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

OF
TACO BELL (U.K.) LIMITED

1830231

14

REGULATIONS OF THE COMPANY

1. (1) The Regulations in Table A in the First Schedule to the Companies Act, 1948, as amended by statute in force at the date of the incorporation of the Company (which Table, as amended, is hereinafter referred to as "Table A") shall apply to the Company, save in so far as they are excluded or modified hereby. Regulations 3, 11, 22, 24, 53, 62, 68, 69, 70, 73A, 75, 77, 86 to 97 (inclusive), 98, 100, 107, 131 to 134 (inclusive) and 136 in Table A shall not apply to the Company, but the remaining Regulations in Table A, subject to the modifications hereinafter expressed, and the Articles hereinafter contained shall constitute the Regulations of the Company and Regulation 1 in Table A shall apply to the construction thereof.

(2) In these Articles "the Statutes" means the Companies Acts 1948 to 1981 and every statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force relating to companies and affecting the Company.

SHARE CAPITAL

2. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. (1) Subject to the provisions of paragraph (2) of this Article the Directors are hereby authorised to exercise the powers of the Company to offer, allot, agree to allot, grant any right to

subscribe for, or to convert any security into, and otherwise dispose of any of the shares in the capital of the Company for the time being unissued to such persons (including any Directors) at such times and generally on such terms and conditions as they think proper but subject to any direction to the contrary given by the Company in General Meeting and to the terms on which any shares are created or issued and provided that no shares shall be issued at a discount contrary to the Statutes.

(2) The Directors may not in the exercise of the authority conferred on them by paragraph (1) of this Article allot relevant securities if

- (a) the amount of such allotment, added to the amount of relevant securities previously allotted pursuant to such authority, would exceed £98; or
- (b) a period of five years has elapsed from the date of incorporation of the Company and the allotment is not made pursuant to an offer or agreement made by the Company during such period.

(3) The authority of the Directors to allot relevant securities may be varied revoked or renewed by Ordinary Resolution of the Company in accordance with the provisions of the Statutes.

(4) In this Article references to relevant securities and to the allotment thereof shall be construed in accordance with the said provisions of the Statutes and references to the amount of relevant securities allotted shall in the case of shares be construed as references to the nominal value of such shares and in the case of a right to subscribe for, or convert any security into, shares shall be construed as references to the nominal value of the shares which may require to be allotted pursuant to such right.

4. Subject to the provisions of the Statutes the Company may:-

- (a) issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or of the holder thereof, such redemption to be effected on such terms and in such manner as the Company by Special Resolution may prescribe, and

- (b) purchase its own shares (including redeemable shares) and (subject as aforesaid) payment in respect of any such redemption or purchase may be made out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise.

5. The Company shall not be entitled to any payment or fee in connection with the issue of share certificates, the registration of any instrument of transfer or the registration of any document referred to in Regulation 28 in Table A, and Regulations 8, 25(a) and 28 in Table A shall be modified accordingly.

LIEN

6. The Company shall have a first and paramount lien on all the shares registered in the name of any Member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, whether solely or jointly with any other person (whether a Member or not) and whether such moneys are presently payable or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may at any time resolve that any share shall be exempt, wholly or partially, from the provisions of this Article.

TRANSFER OF SHARES

7. The instrument of transfer of a share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

GENERAL MEETINGS

9. Every notice convening a General Meeting shall comply with the provisions of the Statutes as to giving information to Members in regard to their right to appoint proxies; and Notices of, and other communications relating to, any General Meeting which

any Member is entitled to receive shall be sent to the auditors for the time being of the Company.

10. In Regulation 52 in Table A the prefix "re-" shall be inserted before the word "appointment".

11. (1) No business shall be transacted at any General Meeting unless a quorum is present. Two persons, being Members or proxies for Members or duly authorised representatives of Members which are corporations, shall be a quorum for all purposes.

(2) The following words shall be added at the end of Regulation 54 in Table A, namely: "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

12. A poll may be demanded by any Member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 58 in Table A shall be modified accordingly.

13. The instrument appointing a proxy shall be in writing in any usual or common form or in such other form as the Directors may accept and shall be signed by the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of a director or officer of such corporation or by its attorney duly authorised. A proxy need not be a member of the Company.

14. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall not be treated as valid.

15. Subject to the provisions of the Statutes, a resolution in writing, agreed to and signed by all the Members for the time being entitled to vote or by their duly authorised attorneys (or, being corporations, by their duly authorised representatives

or attorneys), shall be as valid and effective as a resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in like form each signed by one or more Members or by their duly authorised attorneys or representatives as aforesaid.

VOTES OF MEMBERS

16. Subject to any special rights or restrictions as to voting attached to any shares by the terms on which they were issued or otherwise by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative or by a proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy or, being a corporation, is present by a duly authorised representative shall have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder.

DIRECTORS

17. The number of the Directors shall be not less than two.

18. Any Director who serves on any committee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are in addition to or outside the scope of the ordinary duties of a Director (which shall include, without limitation, visiting or residing abroad in connection with the Company's affairs), may be paid such remuneration or extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

19. A Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any General Meeting of, or any separate meeting of the holders of any class of shares in, the Company.

POWERS AND DUTIES OF DIRECTORS

20. The proviso in Regulation 79 in Table A shall be deleted.

21. Subject to a declaration of interest having been made in accordance with Regulation 84(1) in

Table A, a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout. If he does so vote, his vote shall be counted, and he may be counted in determining whether there is a quorum at the meeting at which any such contract, transaction or arrangement is under consideration. Paragraphs (2) and (4) of Regulation 84 in Table A shall be modified accordingly.

22. The Directors shall cause Minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers and alternates made by the Directors;
- (b) of the names of the Directors or alternates present at each meeting of the Directors, and of any committee of the Directors; and
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees of the Directors.

23. The Directors may:-

- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;
- (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company, or of any such other company as aforesaid, or of any such persons as aforesaid;

- (c) make payments for or towards the insurance of any such persons as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any public, general or useful object; and
- (e) do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the payment being approved by the Company, any Director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

DISQUALIFICATION OF DIRECTORS

24. The office of Director shall be vacated if the Director:-

- (a) by notice in writing delivered to the Company resigns the office of Director, provided that such action shall be without prejudice to the terms of and to any rights of the Company under any contract between the Director and the Company; or
- (b) is absent from meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and his alternate (if any) shall not during such period have attended in his stead, and the Directors pass a resolution that he has by reason of such absence vacated office; or
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) ceases to be a Director by virtue of, or is prohibited from being a Director by an order made under, any of the provisions of the Statutes; or
- (e) becomes incapable by reason of mental disorder of discharging his duties as a Director.

APPOINTMENT AND REMOVAL OF DIRECTORS

25. (1) A Member or Members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at General Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing signed by the Member or Members making the same or by their duly authorised attorneys (or in the case of a Member being a company signed by one of its directors or officers on its behalf), or in such other form as the Directors may accept, and shall take effect upon such appointment or removal being lodged with or otherwise communicated to the Company at its registered office or being handed or otherwise communicated to the Chairman of a meeting of the Directors at which a quorum is present.

(2) Without prejudice to paragraph (1) of this Article the Company may by Ordinary Resolution appoint any person to be a Director either to replace a Director removed from office under paragraph (1) of this Article or the Statutes or to fill a casual vacancy or as an additional director.

ALTERNATES

26. A Director may by written notice signed by him or in such other form as the Directors may accept appoint another Director or any other person to be and act as his alternate at meetings of the Directors or of a committee of Directors at which he is unable to be present. Any such appointment of a person who is not a Director shall not be effective unless and until such appointment is approved (i) by a resolution of the Directors, or (ii) by a majority of the Directors attending for the purposes of the meeting at which the alternate proposes to be present as such. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled, in the absence from the United Kingdom of the Director appointing him, to sign on his behalf a resolution in

writing of the Directors. An alternate shall not be an officer of the Company. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by written notice signed by him and deposited at the registered office of the Company or in such other form as the Directors may accept at any time revoke the appointment of an alternate appointed by him. If a Director shall cease to hold the office of Director for any reason, the appointment of his alternate shall thereupon automatically cease.

PROCEEDINGS OF DIRECTORS

27. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director who is also an alternate shall be entitled to a separate vote on behalf of the Director whom he represents, in addition to his own vote. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. All Directors including Directors absent from the United Kingdom shall be given at least 21 days written notice of every meeting of the Directors. Every notice shall state the nature of the business to be transacted at the meeting and no Resolution may be passed at the meeting on any business the nature of which has not been so stated. Any Director or alternate may by notice to the Company or at the commencement of a meeting at which he is present waive his right to receive notice of the meeting.

28. The following words shall be added at the end of Regulation 99 in Table A, namely: "For the purposes of this Regulation an alternate shall be counted in a quorum separately in respect of each of the Directors for whom he has been appointed alternate but so that no less than two individuals shall constitute a quorum".

29. The following words shall be added at the end of Regulation 102 in Table A namely: "The Directors may also appoint to any such committee persons who are not Directors provided that the Chairman and a majority of such committee shall be Directors".

30. The following words shall be added at the end of Regulation 106 in Table A, namely: "and may consist of several documents in like form each signed by one or more Directors or by their alternates in accordance with Article 26".

MANAGING AND EXECUTIVE DIRECTORS

31. The Directors may from time to time appoint any one or more of their body to the office of Managing Director or Executive Director for such period and on such terms as they think fit. A Director so appointed shall, without prejudice to the terms of any contract between him and the Company, be subject to the same provisions as to resignation and removal as other Directors of the Company, and if he shall cease to hold the office of Director for any reason he shall ipso facto and immediately cease to hold such appointment.

32. In Regulations 108 and 109 in Table A the words "or Executive Director" shall be inserted immediately after the words "Managing Director".

NOTICES

33. (1) A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same is posted.

(2) A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

(3) A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or

(until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

(4) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

34. Subject to the provisions of the Act, every Director or other officer of the Company or person acting as an alternate shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TACO BELL (U.K.) LIMITED

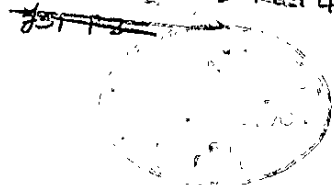
(Incorporated on

)

N°.

LOVELL, WHITE & KING,
21, HOLBORN VIADUCT,
LONDON EC1A 2DY.

MSSR5 C. HOARE
~~PCO-85-2nd 4~~





THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type,
bold block lettering

To the Registrar of Companies

For official use

1000291/5

Name of Company

TACO BELL (U.K.)

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

2 BASIL STREET

LONDON S.W.1.

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

LOVELL WHITE & KING

21 HOLBORN VIADUCT, LONDON EC1A 2DY

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any):

Lovell White & King,
21 Holborn Viaduct,
London EC1A 2DY.

(Ref : 9/ANM)

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company(note 2) are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	SERJEANTS' INN NOMINEES LIMITED	Business occupation	COMPANY LIMITED BY SHARES
Previous name(s) (note 3)	NONE	Nationality	INCORPORATED IN ENGLAND
Address (note 4)	21 HOLBORN VIADUCT LONDON EC1A 2DY	Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date 8th June 1984	

Name (note 3)	LOVITING LIMITED	Business occupation	COMPANY LIMITED BY SHARES
Previous name(s) (note 3)	NONE	Nationality	INCORPORATED IN ENGLAND
Address (note 4)	21 HOLBORN VIADUCT LONDON EC1A 2DY	Date of birth (where applicable) (note 6)	
Other directorships †			
CHILTERN FACILITIES LIMITED			
MPH (AMERSHAM MOTORS) LIMITED			
RWJ HAZELL (HOLDINGS) LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 8th June 1984	

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries of the company are as follows:

Name (notes 3 & 7)	SISEC LIMITED
Previous name(s) (note 3)	NONE
Address (notes 4 & 7)	21 HOLBORN VIADUCT LONDON EC1A 2DY
I hereby consent to act as secretary of the company named on page 1	
SISEC LIMITED	
Signature <i>by M. Barclay</i>	Date <i>8th June 1984</i>

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

† delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature *[null, White & King]* ~~[Subscriber]~~ [Agent]† Date *8th June 1984*

Signature *[null, White & King]* ~~[Subscriber]~~ [Agent]† Date *8th June 1984*

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1830234

I hereby certify that

TACO BELL (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

4TH JULY 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

Notice of place where register of members is kept or of any change in that place

**Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976**

**Please complete
legibly, preferably
in black type, or
bold block lettering**

To the Registrar of Companies

For official use

Company number

119

1830234

*delete if inappropriate

Name of company

TACO BELL (U.K.)

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

21 Holborn Viaduct

London ECLA 2DY

in lieu of*

2 Basil Street

London SW1

where it was previously kept

SISEC LIMITED

†delete as appropriate

Signed

By A. De Lorna

[Director] [Secretary]† Date

8th March 1985

Presentor's name, address and reference (if any):

Lovell, White & King
21 Holborn Viaduct
London EC1A 2DY

SD/MG/204

For official use
General section

| Post room



A**THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given after the end of an accounting reference period**

Pursuant to section 3(2) of the Companies Act 1976

3aPlease do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

DLO

1830234

*delete if
inappropriate**Note**Please read
notes 1 to 5
overleaf before
completing this
form

Name of company

TACO BELL (U.K.)

Limited*

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

†delete as
appropriate

The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 5

‡delete as
appropriateThe company is a [subsidiary] ~~holding company~~ of PEPSICO HOLDINGS LIMITED

, company number 1516531

the accounting reference date of which is 31ST DECEMBER

§delete as
appropriate

Signed

SISEC LIMITED

By

[Director] [Secretary] § Date

11th April 1985

Presenter's name, address and
reference (if any):

Lovell White & King,
21 Holborn Viaduct,
London EC1A 2DV.

Ref. 9/AJW/DXM/CdW

For official use
General section

Post on





Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 380209

TACO BELL UK LIMITED
2 BASIL STREET
LONDON
SW8 1AA

Please address any reply to the Registrar

quoting reference DEF6 1830234

Gazette Date? AUGUST 1988

COMPANIES ACT 1985

TACO BELL UK LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives
NOTICE that at the expiration of three months from the date of this Notice the name of your
company will, unless cause is shown to the contrary, be struck off the register and the company
will be dissolved

P F McKeever

P F McKEEVER
for Registrar

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

1830234

Name of company

*Insert full name of company

TACO BELL (U.K.) LIMITED

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	0	0	6
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3	0	0	6	1	9	8	9
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed

C. K. Wessup

Designation†

Secretary

Date

25.9.89

Presentor's name, address and reference (if any):

Ref: C1/AJW

LOVELL WHITE DURRANT
21 HOLBORN VIADUCT
LONDON EC1A 2DY

For official use
General Section

Post room

29.9.89

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

2285/9

Company No: 1830234

THE COMPANIES ACT 1985

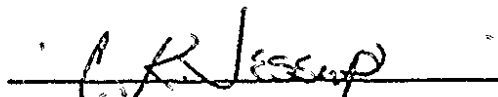
A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

OF

TACO BELL (UK) LIMITED

We, being all of the Members who would have been entitled to vote upon this Special Resolution at a General Meeting hereby resolve pursuant to Regulation 15 of the Articles of Association of the above Company that pursuant to Section 252 (1) of the Companies Act 1985 ("the Act"), Section 384 (1) of the Act be excluded from applying to the Company and accordingly that Auditors shall not be appointed whilst the Company remains dormant in accordance with the provisions of Section 252 (5) of the Act.



Catherine Jessup

For and on behalf of

PepsiCo Holdings Limited

Dated this 25th day of June 1990



Ian Wardle

For and on behalf of

Fred S. McRobie

Dated this 25th day of JUNE 1990.

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1830234

Name of company

* TACO BELL (UK) LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 1

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a ~~(subsidiary)~~ [parent]† undertaking of

_____, company number _____
the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

6. Signed

James M. Bell

Designation: *Secretary*

Date: *12.06.91*

Presenter's name address
telephone number and reference (if any):

CL/MICB/AJC

LOWELL WINTERBURN
21 BURNLEY ROAD
LONDON EC1A 4DY

For official use
D.E.B.

Post room

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

We hereby certify this to be
a true copy of the original
Lovell White Durrant
65 Holborn Viaduct
London EC1A 2DY
8.10.91

- of -

Taco Bell (U.K.) Limited
("the Company")

We, the undersigned, being all the Members of the Company who at the date of this Resolution are entitled to attend and vote at general meetings of the Company HEREBY AGREE pursuant to Section 381A of the Companies Act 1985 that the Resolution below shall be valid and effective as an Elective Resolution of the Company, as if the Resolution had been duly passed as an Elective Resolution of the Company in general meeting:

ELECTIVE RESOLUTION

- (1) THAT:
- (a) in accordance with the provisions of Section 252 of the Act (as replaced by Section 16 of the Companies Act 1989) the Company dispenses with the laying of accounts and reports before the Company in general meeting; and
- (b) in accordance with the provisions of Section 366A of the Act, the Company dispenses with the holding of annual general meetings; and
- (c) in accordance with the provisions of Section 386 of the Act (as replaced by Section 119 of the Companies Act 1989) the Company dispenses with the obligation to appoint auditors annually.

Signed David H. W. L. Dated 11.9.91
for and on behalf of
PepsiCo Holdings Limited

Signed Fred S. McRobie Dated 11.9.91
Fred S. McRobie

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1830234

I hereby certify that

TACO BELL (U.K.) LIMITED

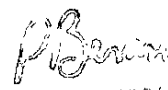
having by special resolution changed its name,

is now incorporated under the name of

PEPSICO FOODS INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 2 MARCH 1992


P. SEVAN

an authorised officer