

934/97



Department of State.

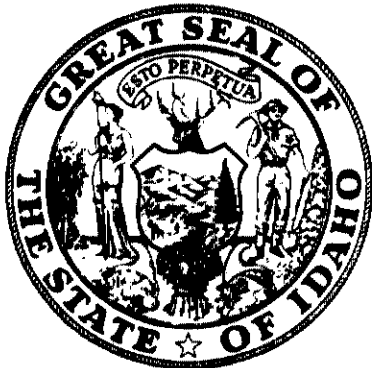
**CERTIFICATE OF AUTHORITY
OF**

KFC NATIONAL MANAGEMENT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of KFC NATIONAL MANAGEMENT COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to KFC NATIONAL MANAGEMENT COMPANY to transact business in this State under the name KFC NATIONAL MANAGEMENT COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 12, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is KFC NATIONAL MANAGEMENT COMPANY 98 OCT 12 AM 8 46

2. The name which it shall use in Idaho is N/A

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is November 13, 1969 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company
1209 Orange St., Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

1441 Gardiner Lane, Louisville, KY 40213

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in any lawful act or activity allowed by foreign corporations under the General Corporation Laws of Idaho.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached list of current officers and directors of the Corporation.</u>		
<u>The address of each is 1441 Gardiner Lane, Louisville, Kentucky 40213</u>		

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 9/26/90

KFC NATIONAL MANAGEMENT COMPANY
 (Corporation Name)
 By [Signature]
 Its President/Vice President (please specify)
 and [Signature]
 Its Secretary/ Assistant Secretary (please specify)

STATE OF Kentucky)
) ss:
 COUNTY OF Jefferson)

I, Jennifer Ann Hagan, a notary public, do hereby certify that on this 26th day of September, 19 90, personally appeared before me Michael C. Gilbert, who being by me first duly sworn, declared that (s)he is the Vice President of KFC NATIONAL MANAGEMENT COMPANY

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

[Signature]
 Notary Public, State at Large, KY.
 My commission expires Sept. 9, 1992

KFC NATIONAL MANAGEMENT COMPANY

OFFICERS:

Kyle T. Craig	President
Donald E. Parkinson	Senior Vice President - Development
David L. Cattell	Vice President - Real Estate
Michael C. Gilbert	Vice President and General Counsel
Edward A. Meagher	Vice President - Field Personnel and Training
Robert G. Thompson	Vice President - Business Planning and Treasurer
F. Stephen Gogul	Vice President - Construction
Michael B. DeNoma	Vice President - General Manager (Northeast)
Raymond A. Cabana	Vice President - General Manager (South)
Dennis H. Gramm	Vice President - General Manager (North Central)
Michael K. Fitzpatrick	Vice President - General Manager (South Central)
Charles E. Rawley	Vice President - General Manager (West)
Mark A. Rowan	Vice President - Operations Services
Thomas A. Cross	Vice President - Marketing Services
Peter J. Foulds	Vice President - Advertising
David S. Brooker	Vice President - Field Marketing
Open	Vice President - New Products Marketing

KFC NATIONAL MANAGEMENT COMPANY (Continued)

R. Scott Toop	Secretary
Robin R. Cady	Assistant Secretary
Susan C. Clare	Assistant Secretary
Mary Ann Clark	Assistant Secretary
Robert S. Frey	Assistant Secretary
Mary Greene Glass	Assistant Secretary
Pamela M. Greenwell	Assistant Secretary
Elizabeth A. Hourigan	Assistant Secretary
Barbara Anne Mercker	Assistant Secretary
Joel B. Schuler	Assistant Secretary
Steven B. Yeakel	Assistant Secretary
Dewey A. Danner	Assistant Treasurer
Jerome F. Miller, Jr.	Assistant Treasurer

DIRECTORS:

Kyle T. Craig
Michael C. Gilbert

Address for all officers and directors:

1441 Gardiner Lane
Louisville, Kentucky 40213

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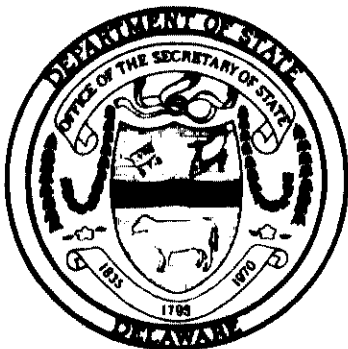


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SEC. OF STATE
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY KFC NATIONAL MANAGEMENT COMPANY IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12793936

DATE: 09/18/1990