

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

KENTUCKY FRIED CHICKEN OF CALIFORNIA, INC.
dba KFC OF CALIFORNIA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of KENTUCKY FRIED CHICKEN OF CALIFORNIA, INC. 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 KENTUCKY FRIED CHICKEN OF CALIFORNIA, INC. to transact business in this State under the name KFC OF CALIFORNIA, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 19, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

MT Richards

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:

FEA 18 10 07 AM '91
SECRETARY OF STATE

1. The name of the corporation is Kentucky Fried Chicken of California, Inc.

2. The name which it shall use in Idaho is Kentucky Fried Chicken of California, Inc.
dba KFC OF CALIFORNIA, INC.

(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 30, 1981 and the period of its duration is perpetual

FEA 30 10 07 AM '91
SECRETARY OF STATE

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1441 Gardiner Lane, Louisville, Kentucky 40213

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

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 C T 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 for which corporations may be
organized under the General Corporation Law of Delaware and permitted under
the laws of Idaho.

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

See attached list.

Name	Office	Address
		Same address for all:
		1441 Gardiner Lane
		Louisville, Kentucky 40213

(continued on reverse)

**WRITTEN CONSENT TO ACTION
BY THE BOARD OF DIRECTORS OF
KENTUCKY FRIED CHICKEN OF CALIFORNIA, INC.**

MARCH 21, 1991

The undersigned, being all of the directors of Kentucky Fried Chicken of California, Inc. a Delaware corporation (the "Corporation"), in accordance with Section 141 of the General Corporate Law of the State of Delaware, do hereby consent to and adopt the following resolution by written consent in lieu of a meeting and direct that this written consent be inserted in the minute book of the Corporation:


RESOLVED, that the following persons be, and each hereby is, elected to the office set forth opposite his or her name, to replace all previously elected officers of the Corporation, each to hold such office until his successor is elected and qualified or until his earlier resignation or removal at the pleasure of the Board of Directors.

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
Werner R. Poiser	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

John D. Wendler	Vice President - National Marketing
R. Scott Toop	Secretary
Sheila Brown	Assistant Secretary
Joseph A. Burke	Assistant Secretary
Susan C. Clare	Assistant Secretary
Mary Ann Clark	Assistant Secretary
Mary Greene Glass	Assistant Secretary
Pamela M. Greenwell	Assistant Secretary
Elizabeth A. Hourigan	Assistant Secretary
Winona F. Kratz	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

IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, have executed this written consent as of the date set forth above.


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 Kyle T. Craig



 Michael C. Gilbert

FEB 19 10 07 AM '92

CERTIFIED COPY OF RESOLUTION

SECRETARY OF STATE

I, Mary Ann Clark, Assistant Secretary of Kentucky Fried Chicken of California, Inc., do hereby certify that the attached is a true, complete and correct copy of the Written Consent to Action by the Board of Directors of Kentucky Fried Chicken of California, Inc., a corporation duly organized and existing under the laws of the State of Delaware; that I am the keeper of the corporate seal and of the minutes and records of this corporation and the said Consent has not been rescinded or modified.

KENTUCKY FRIED CHICKEN OF CALIFORNIA, INC.

Mary Ann Clark
Assistant Secretary
Mary Ann Clark

State of Kentucky)
) ss
County of Jefferson)

I, Linda Williams, a notary public, do hereby certify that on this 4th day of February, 1992, personally appeared before me Mary Ann Clark, who being by me first duly sworn, declared that she is the Assistant Secretary of Kentucky Fried Chicken of California, Inc., that she signed the foregoing document as the Assistant Secretary of the corporation and the statements therein contained are true.

Linda C. Williams
Notary Public
Linda C. Williams
Notary Public, State at Large, KY.
My commission expires Dec. 10, 1994

FEB 13 10 07 AM '92
SECRETARY OF STATE

WRITTEN CONSENT TO ACTION
BY THE BOARD OF DIRECTORS OF
KENTUCKY FRIED CHICKEN OF CALIFORNIA, INC.

January 29, 1992

The undersigned, being all of the directors of Kentucky Fried Chicken of California, Inc., a Delaware corporation (the "Corporation"), in accordance with Section 141 of the General Corporation Law of the State of Delaware, do hereby consent to and adopt the following resolution by written consent in lieu of a meeting and direct that this written consent be inserted in the minute book of the Corporation:

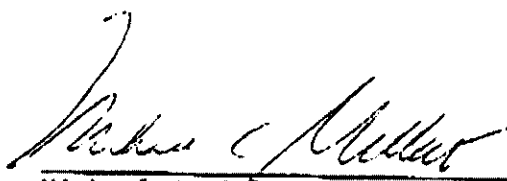
RESOLVED, that Kentucky Fried Chicken of California, Inc., organized and existing in the State of Delaware, hereby adopts the name KFC of California, Inc. for use in the State of Idaho for all purposes; and further resolved that the officers of the Corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the Corporation to do business within the State of Idaho under the name KFC of California, Inc.

IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, have executed this written consent as of the date set forth above.



Kyle T. Craig

255



Michael C. Gilbert

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FEB 19 10 07 AM '92

SECRETARY OF STATE

CONSENT TO USE OF NAME

KFC National Management Company, a corporation organized under the laws of the State of Delaware, hereby consents to the organization-qualification of KFC of California, Inc. in the State of Idaho.

IN WITNESS WHEREOF, the said KFC National Management Company has caused this consent to be executed by its Vice President and attested under its corporate seal by its Assistant Secretary, this 3rd day of February, 1992.

KFC National Management Company

by: 

mk Vice President

Attest:



Assistant Secretary

Mary Ann Clark



FEB 19 10 07 AM '92
SECRETARY OF STATE

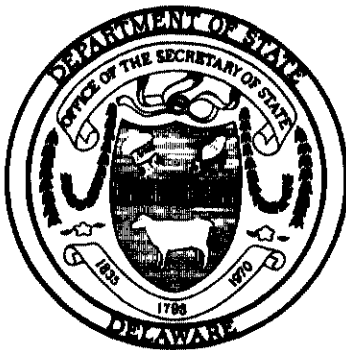
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY KENTUCKY FRIED CHICKEN OF CALIFORNIA, INC. 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION: *3270539

DATE: 12/13/1991