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ID Number: 450042



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION**

Pursuant to the provisions of Section 7-16-12 of the General Laws of Rhode Island, 1956, as amended, the undersigned limited liability company hereby amends its Articles of Organization as follows:

1. The name of the limited liability company is:

Johnston Taco LLC

2. The Articles of Organization of the limited liability company as amended or restated to date are amended as follows:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Article 5 is amended as follows: The purpose of this company is limited to owning, operating, and developing Taco Bell, KFC, Pizza Hut, A&W All-American Food and Long John Silver's branded food service operations, and other branded concepts expressly approved in writing by locations by YUM! Brands, Inc., or one of its subsidiaries.

Article 6 is amended to include the following: any issuance or transfer of a membership interest in the LLC is subject to the prior written consent of Taco Bell Corporation.

3. The effective date of this amendment, if later than the date of the filing of these Articles of Amendment, is:
the filing of these Articles of Amendment

(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 10/20/10

Johnston Taco LLC

Print Name of Limited Liability Company

By [Signature]

Signature of Authorized Person

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BY [Signature] 2:02

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