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Apr 17 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P33432 (6)
1. Corporation Name
GOLDEN CORRAL FRANCHISING SYSTEMS, INC.



Principal Place of Business Mailing Address
5151 GLENWOOD AVENUE 5151 GLENWOOD AVENUE
RALEIGH NC 27612 RALEIGH NC 27612

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/02/1991	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 56-1493583	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		83	
		84	City
		85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	FOWLER, THEODORE M., JR.	1.2 NAME	
STREET ADDRESS	5151 GLENWOOD AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	1.4 CITY-ST-ZIP	
TITLE	DS	2.1 TITLE	D/VP of Finance
NAME	MCCORMICK, JOHN M.	2.2 NAME	C. Lamar Bell
STREET ADDRESS	5151 GLENWOOD AVENUE	2.3 STREET ADDRESS	5151 Glenwood Ave.
CITY-ST-ZIP	RALEIGH NC	2.4 CITY-ST-ZIP	Raleigh NC 27612
TITLE	D	3.1 TITLE	
NAME	BARBEE, RONALD M	3.2 NAME	
STREET ADDRESS	5151 GLENWOOD AVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	VP Legal/S
NAME	HEYWARD, ROBERT B	4.2 NAME	
STREET ADDRESS	5151 GLENWOOD AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	4.4 CITY-ST-ZIP	
TITLE	T	5.1 TITLE	
NAME	LAVERTY, JAMES D	5.2 NAME	
STREET ADDRESS	5151 GLENWOOD AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	5.4 CITY-ST-ZIP	
TITLE	AS	6.1 TITLE	VP
NAME	HEYWARD, ROBERT	6.2 NAME	Larry Tate
STREET ADDRESS	5151 GLENWOOD AVE	6.3 STREET ADDRESS	5151 Glenwood Ave.
CITY-ST-ZIP	RALEIGH NC	6.4 CITY-ST-ZIP	Raleigh NC 27612

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(5)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

GOLDEN CORRAL FRANCHISING SYSTEMS, INC.
Delaware Corporation - December 6, 1985
FEID # 56-1493583

DIRECTORS

Theodore Fowler Jr.	5151 Glenwood Avenue, Raleigh, NC 27612
C. Lamar Bell	5151 Glenwood Avenue, Raleigh, NC 27612
Ronald M. Barbee	5151 Glenwood Avenue, Raleigh, NC 27612

OFFICERS

Theodore Fowler Jr.	President	5151 Glenwood Avenue, Raleigh, NC 27612
Robert B. Heyward	V.P. Legal / Sec.	5151 Glenwood Avenue, Raleigh, NC 27612
Larry Tate	V.Pres.	5151 Glenwood Avenue, Raleigh, NC 27612
C. Lamar Bell	V.Pres / Finance	5151 Glenwood Avenue, Raleigh, NC 27612
Peter J. Charland	V.P. Franch. Develop.	5151 Glenwood Avenue, Raleigh, NC 27612
Robert M. McDewitt	V. Pres. / Marketing	5151 Glenwood Avenue, Raleigh, NC 27612
Robert Henninger	V.P. Internatl Develop.	5151 Glenwood Avenue, Raleigh, NC 27612
Ronald S. Mainio	V.Pres./ Develop.	5151 Glenwood Avenue, Raleigh, NC 27612
Irwin C. Roberts	V. P. / Div I Pres.	5151 Glenwood Avenue, Raleigh, NC 27612
Gordon Poulsen	V.P. / Div. II Pres.	5151 Glenwood Avenue, Raleigh, NC 27612
Shannon White	V. P. / Div III Pres.	5151 Glenwood Avenue, Raleigh, NC 27612
Jon P. Lannom	V.P. /Div IV Pres.	5151 Glenwood Avenue, Raleigh, NC 27612
William G. Pinter	V.P. / Div. V.Pres.	5151 Glenwood Avenue, Raleigh, NC 27612
James D. Lavery	Treasurer	5151 Glenwood Avenue, Raleigh, NC 27612
Andrew W. Lilliston, Jr.	Asst. Secretary	5151 Glenwood Avenue, Raleigh, NC 27612