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**Apr 23 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 836502 (5)

1. Corporation Name
WENDY'S INTERNATIONAL, INC.



Principal Place of Business 4288 W. DUBLIN-GRANVILLE ROAD P.O. BOX 256 DUBLIN OH 43017 US	Mailing Address 4288 W. DUBLIN-GRANVILLE ROAD P.O. BOX 256 DUBLIN OH 43017-0256 US
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3. Date Incorporated or Qualified 06/11/1976	3a. Date of Last Report 04/18/1996
4. FEI Number 31-0785108	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	30 Country

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

TITLE	VP	<input type="checkbox"/> DELETE
NAME	AUSTIN, EDWARD L.	
STREET ADDRESS	2135 TIERRA LOMA	
CITY-ST-ZIP	DIAMOND BARR CA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BAKER, GLEN W.	
STREET ADDRESS	4288 W. DUBLIN-GRANVILLE RD.	
CITY-ST-ZIP	DUBLIN OH	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BROLYCK, EMIL J.	
STREET ADDRESS	4288 W. DUBLIN-GRANVILLE RD.	
CITY-ST-ZIP	DUBLIN OH	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	CALHOUN, DONALD F.	
STREET ADDRESS	4288 W. DUBLIN-GRANVILLE RD.	
CITY-ST-ZIP	DUBLIN OH	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	S.V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	4288 W. DUBLIN-GRANVILLE RD.	
1.4 CITY-ST-ZIP	DUBLIN, OH 43017	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BAKER, RAYMOND	
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP	DUBLIN, OH 43017	
3.1 TITLE	S.V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP	DUBLIN, OH 43017	
4.1 TITLE	S.V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP	DUBLIN, OH 43017	
5.1 TITLE	PICID	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	TETER, GORDON F.	
5.3 STREET ADDRESS	4288 W. DUBLIN-GRANVILLE RD.	
5.4 CITY-ST-ZIP	DUBLIN, OH 43017	
6.1 TITLE	S.V/A.S/CONTROLLER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	LAUDICK, LAWRENCE A.	
6.3 STREET ADDRESS	4288 W. DUBLIN-GRANVILLE RD.	
6.4 CITY-ST-ZIP	DUBLIN, OH 43017	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(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

SIGNATURE _____ DATE 4-11-97 1147214-3100

CR2E034 (9/96)