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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RTM Services Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Laura Power

(Name of Person)

RTM Media, L.P.

(Firm/Company)

1175 Adkins, Suite 101

(Address)

Houston, Texas 77055

(City/State and Zip code)

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For further information concerning this matter, please call:

Laura Power

(Name of Person)

at (713) 463-7400

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|---|---|---|---|



RTM Media, L. P.

P.O. Box 802628

Houston, Texas 77280-2628

713-463-7400

888-577-7446

Fax: 713-463-8284

www.rtmmedia.com

February 11, 2003

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: RTM Services Group, Inc.

To the Florida Secretary of State:

Enclosed please find the following documents for the above referenced entity:

- One original of our Application by Foreign Corporation for Authorization to Transact Business in Florida
- One check for \$78.75 which includes:
 - \$70 for filing fee for application
 - \$8.75 for a Certificate of Status
- One Certificate of Existence of RTM Services Group, Inc. in the state of organization

Please send all acknowledgements to my attention or contact me if you have any questions or if there's anything else I need to provide:

Laura Power
RTM Media, L.P.
1175 Adkins Road, Suite 101
Houston, Texas 77055
888-577-7446

Yours truly,

A handwritten signature in cursive script that reads "Laura Power".

Laura Power
Paralegal

enclosures

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. RTM Services Group, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada

(State or country under the law of which it is incorporated)

3. 55-0798758

(FEI number, if applicable)

4. October 1, 2002

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1175 Adkins, Suite 101, Houston, Texas 77055

(Principal office address)

1175 Adkins, Suite 101, Houston, Texas 77055

(Current mailing address)

8. the transaction of any or all lawful business

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation


(City)

Florida 33324

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

KIRK HOOD

ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Anthony Duenner, Secretary and Executive Vice President

(Typed or printed name and capacity of person signing application)

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RTM Services Group, Inc.

Board of Directors:

Curtis Brooks
Loretta Brooks
Anthony Duenner
Kelly Duenner
Greg Jannasch
Margarita Jannasch
Barbara Roberts
Geoffrey Roberts
John Tautenham
Mary Tautenam

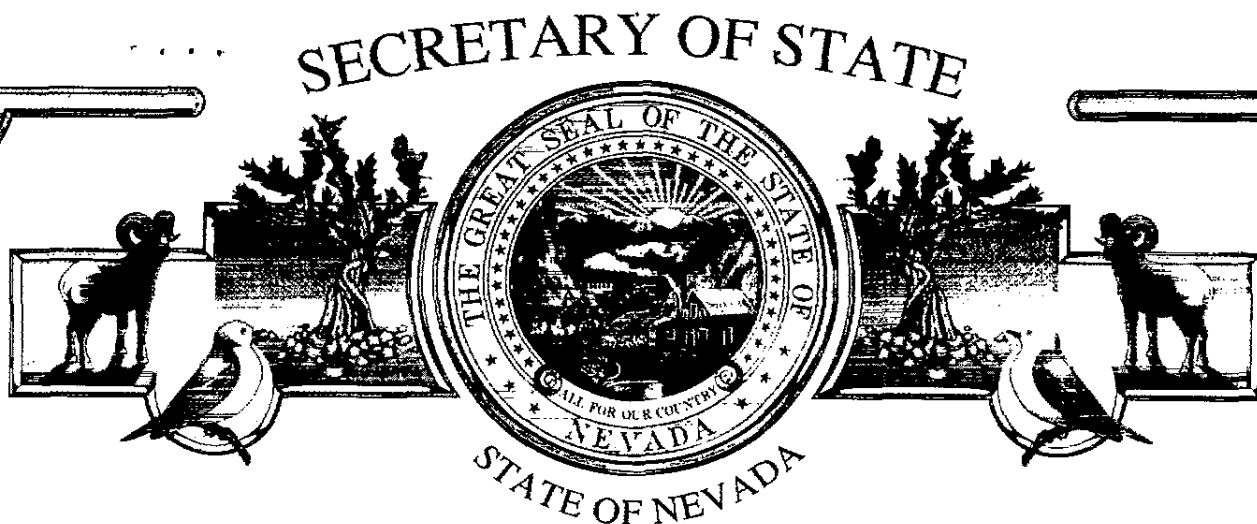
Officers:

Geoffrey Roberts – President, Treasurer, Executive Vice President
Anthony Duenner – Secretary, Executive Vice President
Curtis Brooks – Executive Vice President
Greg Jannasch – Executive Vice President
John Tautenham – Executive Vice President

Business Address for all of the above:

c/o RTM Media, L.P.
1175 Adkins Road, Suite 101
Houston, Texas 77055

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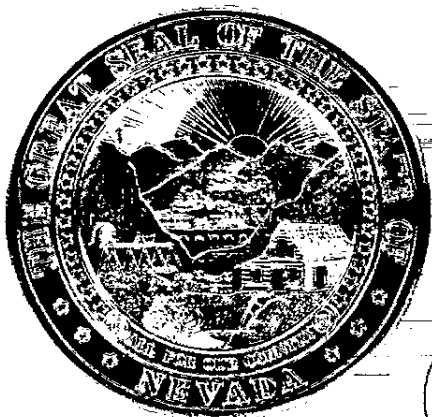


CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RTM SERVICES GROUP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 30, 2002, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 22, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

Acqueline Warr
Certification Clerk