

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Triarc International, 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:

Fran Feller
(Name of Person)

Triarc International, Inc
(Firm/Company)

215 Celebration Place, Suite 500
(Address)

Celebration, FL 34747
(City/State and Zip code)

For further information concerning this matter, please call:

Fran Feller at (407) 566-2009
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 2, 2005

FRAN FELLER
TRIARC INTERNATIONAL, INC.
215 CELEBRATION PLACE, STE 500
CELEBRATION, FL 34747

SUBJECT: TRIARC INTERNATIONAL, INC.
Ref. Number: W05000010743

We have received your document for TRIARC INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 605A00014498

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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. Triarc International, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Triarc International - Florida, Inc
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 13-3617926
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/11/1991 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 68 Southfield Ave, # 280 Stamford, CT 06902
(Principal office address)

215 Celebration Place, Suite 500, Celebration, FL 34747
(Current mailing address)

8. Real Estate Development
(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 NOT acceptable)

Name: NRAI Services Inc

Office Address: 2731 Executive Park Dr., Suite 4
Weston, Florida 33331
(City) (Zip code)

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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.

NRAI Services, Inc.

By: Christie Eshen 3-14-2005
(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Melvin Katz

Address: 68 Southfield Ave, #210
Stamford, CT 06902

Vice President: J. Randy Lutheran

Address: 215 Celebration Place, Suite 500
Celebration, FL 34747

Secretary: _____

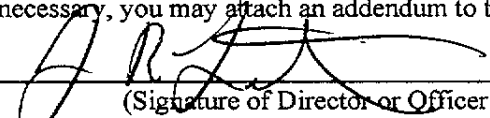
Address: _____

Treasurer: _____

Address: _____

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STATE
TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. J. Randy Lutheran, Vice President of Development & Construction
(Typed or printed name and capacity of person signing application)

Addendum to Application by Foreign Corporation for Authorization to Transact Business
in Florida.

Triarc International, Inc.

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

Vice President: Rhoda Katz

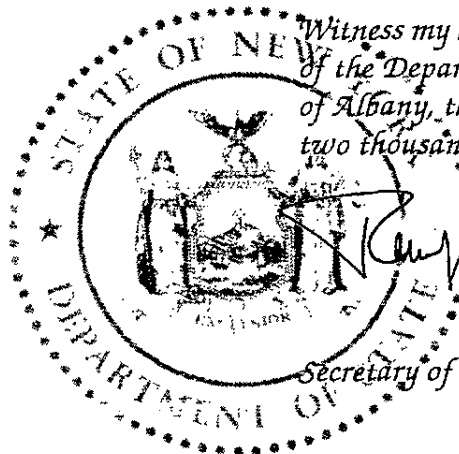
Address: 68 Southfield Ave., #280, Stamford, CT 06902

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York | **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of TRIARC INTERNATIONAL, INC. was filed on 06/11/1991, under the name of TRIARC EQUITIES CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment TRIARC EQUITIES CORP., changing its name to TRIARC INTERNATIONAL, INC., was filed 04/03/1996.



Witness my hand and the official seal of the Department of State at the City of Albany, this 16th day of February two thousand and five.

[Handwritten Signature]
Secretary of State