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FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F92000000510 (9)

1. Corporation Name:
AMERICA'S FAVORITE CHICKEN COMPANY



Principal Place of Business: **SIX CONCOURSE PARKWAY STE 600 ATLANTA GA 32328 US**
 Mailing Address: **PO BOX 8H001 SAN ANTONIO TX 78201-1271 US**

3. Date Incorporated or Qualified: **12/07/1992** 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **58-2016606** Applied For: Not Applicable
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: **21** State, Apt. #, etc.: **22** City & State: **23** Zip: **24** Country: **25**
 2a. Mailing Address: **26** Suite, Apt. #, etc.: **27** City & State: **28** Zip: **29** Country: **30**

9. Name and Address of Current Registered Agent:
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent:
81 Name:
82 Street Address (P.O. Box Number is Not Acceptable):
83
84 City: **FL** **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: _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CCED <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BELATTI, FRANK J	1.2 NAME	See list enclosed
STREET ADDRESS	SIX CONCOURSE PARKWAY	1.3 STREET ADDRESS	
CITY- ST- ZIP	ATLANTA GA	1.4 CITY- ST- ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	HOLBROOK, DICK	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	SIX CONCOURSE PARKWAY	2.3 STREET ADDRESS	
CITY- ST- ZIP	ATLANTA GA	2.4 CITY- ST- ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	FRANKEL, SAMUEL N	3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	359 E. PACES FERRY	3.3 STREET ADDRESS	
CITY- ST- ZIP	ATLANTA GA	3.4 CITY- ST- ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	4.1 TITLE	
NAME	GENOVESE, JOE	4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	SIX CONCOURSE PARKWAY	4.3 STREET ADDRESS	
CITY- ST- ZIP	DANBURY CT	4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
NAME		6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		6.4 CITY- ST- ZIP	

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, Changed, or on an attachment with an address.

SIGNATURE: **John Drinen** Vice President **4-28-97**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

AFC ENTERPRISES, INC.
Officers

Frank J. Belatti
SS# 110400548

Chairman of the Board
Chief Executive Officer

330 Cannady Court
Atlanta, GA 30338

Dick R. Holbrook
SS# 240785287

President
Chief Operating Officer

4272 Highborne Dr.
Marietta, GA 30066

Gerald Wilkins
SS# 555923278

Chief Financial Officer

7709 Cedar Ridge Ct.
Prospect, KY 40059

Edward Odmark
SS# 357406351

Vice President
Treasurer

5345 Linnadine Way
Norcross, GA 30092

Lee Channel
SS# 25396233

Vice President
People Development & Services

180 Lockland Circle
Roswell, GA 30075

Hala Modellmog
SS# 255021688

President, General Manager
Churchs

31 Greenland Trace
Atlanta, GA 30342

Bill Van Epps
SS# 479629187

President, General Manager
International

8815 River Trace
Duluth, GA 30136

Mike Whitten
SS# 430924810

Vice President
Franchise Development

4992 Secluded Pines Drive
Marietta, GA 30068

John Drinen
SS# 510460025

Vice President
Controller

14007 Oakhill Way
San Antonio, TX78231

Samuel Frankel
SS# 253469219

Secretary of the Board
General Counsel

359 B Paces Ferry
Atlanta, GA 30328

Edmund Brooks
SS# 199348985

Chief Information Officer

4011 Ridgehurst Dr.
Smyrna, GA 30080

**America's Favorite Chicken Co.
Directors**

Billye Aaron	1611 Adams Atlanta, GA 30311
Paul Farrar	159 Wimbledon Road Islington Ontario, Canada
Edmund P. Freiermuth	295 Beloit Avenue Los Angeles, CA 90049
Samuel Frankel	359 E Paces Ferry Atlanta, GA 30328
R. Bruce Layman	425 Lexington Avenue New York, NY 10017
Dale R. Marshall	425 Lexington Avenue New York, NY 10017
Leonard Roberts	3516 Briarhaven Road Ft Worth, TX 76109
Frank J. Belatti	330 Cannady Court Atlanta, GA 30338
Allyn W. Keiser	425 Lexington Avenue New York, NY 10017