

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**May 12 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000510 (9)
 1. Corporation Name
AFC ENTERPRISES, INC.



Principal Place of Business SIX CONCOURSE PARKWAY STE 600 ATLANTA GA 32326 US	Mailing Address PO BOX 8H001 STE 1700 SAN ANTONIO TX 78201 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc. Ste 1700	26 Suite, Apt. #, etc. delete Suite #
22 City & State	27 City & State
23 Zip	28 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 12/07/1992	
4. FEI Number 58-2016606	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 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

**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
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 officer 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 _____

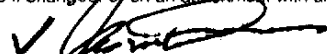
12. OFFICERS AND DIRECTORS

TITLE	CCED	<input type="checkbox"/> DELETE
NAME	BELATTI, FRANK J	
STREET ADDRESS	SIX CONCOURSE PARKWAY	
CITY-ST-ZIP	ATLANTA GA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HOLBROOK, DICK	
STREET ADDRESS	SIX CONCOURSE PARKWAY	
CITY-ST-ZIP	ATLANTA GA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	FRANKEL, SAMUEL N	
STREET ADDRESS	359 E. PACES FERRY	
CITY-ST-ZIP	ATLANTA GA	
TITLE	O	<input type="checkbox"/> DELETE
NAME	BROOKS, EDMUND	
STREET ADDRESS	4011 RIDGEMURST DR	
CITY-ST-ZIP	SMYRNA GA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	DRINEN, JOHN	
STREET ADDRESS	14007 OAKHILL WAY	
CITY-ST-ZIP	SAN ANTONIO TX	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	WHITTEN, MIKE	
STREET ADDRESS	4992 SECLUDED PINES DR	
CITY-ST-ZIP	MARIETTA GA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	See list enclosed
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I 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:  **John Drinen** 4-16-98

CR2E034 (10/97)

**AFC ENTERPRISES, INC.
OFFICERS**

NAME	TITLE	RESIDENCE ADDRESS	BUSINESS ADDRESS
Frank J. Belatti SS# 110400548	Chairman of the Board Chief Executive Officers	330 Cannady Court Atlanta, GA 30338	Six Concourse Parkway Atlanta, GA 30328
Dick R. Holbrook SS# 240785287	President Chief Operating Officer	4272 Highborne Drive Marietta, GA 30066	Six Concourse Parkway Atlanta, GA 30328
Samuel Frankel SS# 253469219	Executive Vice President Secretary, General Counsel	3622 Tuxedo Road Atlanta, GA 30305	Six Concourse Parkway Atlanta, GA 30328
William Van Epps SS# 479629187	President - International	8815 River Trace Duluth, GA 30136	Six Concourse Parkway Atlanta, GA 30328
Hala Moddelmog SS# 255021688	Senior Vice President General Manager - Churchs	31 Greenland Trace Atlanta, GA 30342	Six Concourse Parkway Atlanta, GA 30328
Lee Channell SS# 025396233	Senior Vice President People Services	180 Lockland Circle Roswell, GA 30075	Six Concourse Parkway Atlanta, GA 30328
Ed Odmark SS# 357406351	Vice President Treasurer	5345 Linnadine Way Norcross, GA 30092	Six Concourse Parkway Atlanta, GA 30328
Gerald Wilkins SS# 555923278	Chief Financial Officer	7709 Cedar Ridge Ct. Prospect, KY 40059	Six Concourse Parkway Atlanta, GA 30328
Ed Brooks SS# 199348985	Chief Information Officer	4011 Ridgehurst Drive Smyrna, GA 30080	Six Concourse Parkway Atlanta, GA 30328
John Drinen SS# 510460025	Vice President Controller	14007 Oakhill Way San Antonio, TX 78231	355 Spencer Lane San Antonio, TX 78201

AFC ENTERPRISES, INC.
DIRECTORS

NAME	TITLE	RESIDENCE ADDRESS	BUSINESS ADDRESS
Ronald P. Spogli	Director	18104 Via Roswitha Rancho Santa Fe, CA 92067	11100 Santa Monica Blvd Los Angeles, CA 90025
William M. Wardlaw	Director	885 South San Rafael Ave Pasadena, CA 91105	11100 Santa Monica Blvd Los Angeles, CA 90025
John M. Roth	Director	132 Cedar Cliff Road Riverside, CT 06878	599 Lexington Avenue New York, NY 10022
Mark J. Doran	Director	1675 York Avenue Apt. 32-H New York, NY 10128	599 Lexington Avenue New York, NY 10022
Matt L. Figel	Director	533 4th Street Manhattan Beach, CA 90266	300 S. Grand Ave, 28th Floor Los Angeles, CA 90071
Kevin J. Pennington	Director	1621 North Larrabee Chicago, IL 60614	333 West Wacker Dr. Ste 700 Chicago, IL 60606
Todd W. Holloran	Director	239 East 79th Street Apt 6-L New York, NY 10021	599 Lexington Avenue New York, NY 10022
Paul H. Farrar	Director	711 Queens Grant Villas Hilton Head Island, SC 29918	1549 Wimbelton Road Islington, Ontario M9A 3S8
Frank J. Belatti	Director	330 Cannady Court Atlanta, GA 30338	Six Concourse Parkway Atlanta, GA 30328
Dick R. Holbrook	Director	4272 Highborne Drive Marietta, GA 30066	Six Concourse Parkway Atlanta, GA 30328
Samuel Frankel	Director	3622 Tuxedo Road Atlanta, GA 30305	Six Concourse Parkway Atlanta, GA 30328