

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

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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90241 008 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000510

1. Corporation Name
AFC ENTERPRISES, INC.

Principal Place of Business SIX CONCOURSE PARKWAY SUITE 1700 ATLANTA GA 32328 US	Mailing Address PO BOX BH001 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.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

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 the current year Intangible Personal Property Tax.	<input 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 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 Schedule Enclosed
STREET ADDRESS	330 CANNADY CT	1.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30338	1.4 CITY-ST-ZIP	
TITLE	PCOO <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	HOLBROOK, DICK	2.2 NAME	
STREET ADDRESS	4272 HIGHBORNE DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	MARIETTA GA 30066	2.4 CITY-ST-ZIP	
TITLE	EVPS <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	FRANKEL, SAMUEL N	3.2 NAME	
STREET ADDRESS	3622 TUXEDO RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30305	3.4 CITY-ST-ZIP	
TITLE	CFO <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	GERALD WILKINS	4.2 NAME	
STREET ADDRESS	7709 CEDAR RIDGE CT	4.3 STREET ADDRESS	
CITY-ST-ZIP	PROSPECT KY 40059	4.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	LEE CHANNELL	5.2 NAME	
STREET ADDRESS	180 LOCKLAND CIR	5.3 STREET ADDRESS	
CITY-ST-ZIP	ROSWELL GA 78231	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	PAUL H FARRAR	6.2 NAME	
STREET ADDRESS	711 QUEENS GRANT VILLAS	6.3 STREET ADDRESS	
CITY-ST-ZIP	HILTON HEAD ISLAND SC 29918	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, with all other like empowered.

SIGNATURE:  **EDWARD T. O'NEIL** Vice President 4-26-99 210-737-5770
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

AFC ENTERPRISES, INC.
OFFICERS

537840-90241-8
F92000000510

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 Modelmog SS# 255021688	President - Church's	31 Greenland Trace Atlanta, GA 30342	Six Concourse Parkway Atlanta, GA 30328
Lee S. Grande SS# 025396233	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	Vice President Chief Information Officer	4011 Ridgehurst Drive Smyrna, GA 30080	Six Concourse Parkway Atlanta, GA 30328

AFC ENTERPRISES, INC.
DIRECTORS

537840-90241-8

F2000000510

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