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FILED
May 07 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F95000002035 (2)
 1. Corporation Name
ARBY'S RESTAURANT OPERATIONS COMPANY



Principal Place of Business: **1000 CORPORATE DRIVE FORT LAUDEDALE FL 33334**
 Mailing Address: **1000 CORPORATE DRIVE FORT LAUDEDALE FL 33334**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/26/1995	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0558054	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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	

g. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				85 Zip Code FL	

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 _____ (Name of Registered Agent & graduate required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP SMITH, ROLAND	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1000 CORPORATE DRIVE	1.2 NAME	
STREET ADDRESS	FORT LAUDEDALE FL 33334	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VCFO THOMAS, KENNETH A	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1000 CORPORATE DRIVE	2.2 NAME	
STREET ADDRESS	FORT LAUDEDALE FL 33334	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VS ROSEN, STUART I	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVENUE 41ST FLOOR	3.2 NAME	
STREET ADDRESS	NEW YORK NY 10017	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VT SHULTZ, THOMAS E	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVENUE 41ST FLOOR	4.2 NAME	
STREET ADDRESS	NEW YORK NY 10017	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	V CROWE, ROBERT J.	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVENUE 24ST FLOOR	5.2 NAME	
STREET ADDRESS	NEW YORK NY 10017	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	V MCCARRON, FRANCIS T.	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	280 PARK AVENUE 41ST FLOOR	6.2 NAME	
STREET ADDRESS	NEW YORK NY 10017	6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Robert J. Crowe* **Robert J. Crowe, Asst. VP-Taxes** Date: **4/22/98** Daytime Phone #: **212-451-3115**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (10/97)