

File # 500002150

**CT CORPORATION SYSTEM**

Requestor's Name  
660 EAST JEFFERSON STREET

Address  
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

**CORPORATION(S) NAME**

700001471147  
-05/02/95--01090--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Arby's Restaurant Holding Company

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Arby's Restaurant Holding Company  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. 4/26/95  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 1000 Corporate Drive  
Fort Lauderdale, Florida 33334  
(Current mailing address)
8. Own and Operate Arby's Restaurants  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  

Name: C T CORPORATION SYSTEM  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)
10. Registered agent 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.*

C T CORPORATION SYSTEM

TIMOTHY CARLSON (Signature) (Officer)  
**ASSISTANT SECRETARY**

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached list

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached list

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Mary C Wade  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mary C. Wade, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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# ARBY'S RESTAURANT HOLDING COMPANY

## Directors:

John L. Cohan (1)  
Joseph A. Levato (1)  
Brian L. Schorr (1)

## Addresses:

(1) 900 Third Avenue  
New York, N.Y. 10022  
(2) 1000 Corporate Drive  
Fort Lauderdale, Fl. 33334

## Officers:

<u>Name</u>		<u>Office</u>
John L. Cohan	(1)	President
Joseph A. Levato	(1)	Executive Vice President and Chief Financial Officer
Joseph E. Langteau	(2)	Senior Vice President - Operations
Francis T. McCarron	(1)	Senior Vice President - Taxes
John B. Sivertsen	(2)	Senior Vice President and General Counsel; and Assistant Secretary
Rene Boer	(2)	Regional Vice President - Northern Region
Steve Eddy	(2)	Regional Vice President - Central Region
Jim Reddin	(2)	Regional Vice President - Western Region
Roland Smith	(2)	Regional Vice President - Southeastern Region
Richard D'Angelo	(2)	Vice President - Finance
Jonathan P. May	(2)	Vice President - Worldwide Planning
Stuart I. Rosen	(1)	Vice President and Secretary
Thomas E. Shultz	(1)	Vice President and Treasurer
Robert J. Crowe	(1)	Assistant Vice President - Taxes
Janis Arthur	(2)	Assistant Treasurer
Irene B. Fisher	(1)	Assistant Secretary
Christine C. Marshall	(2)	Assistant Secretary
Mary C. Wade	(1)	Assistant Secretary

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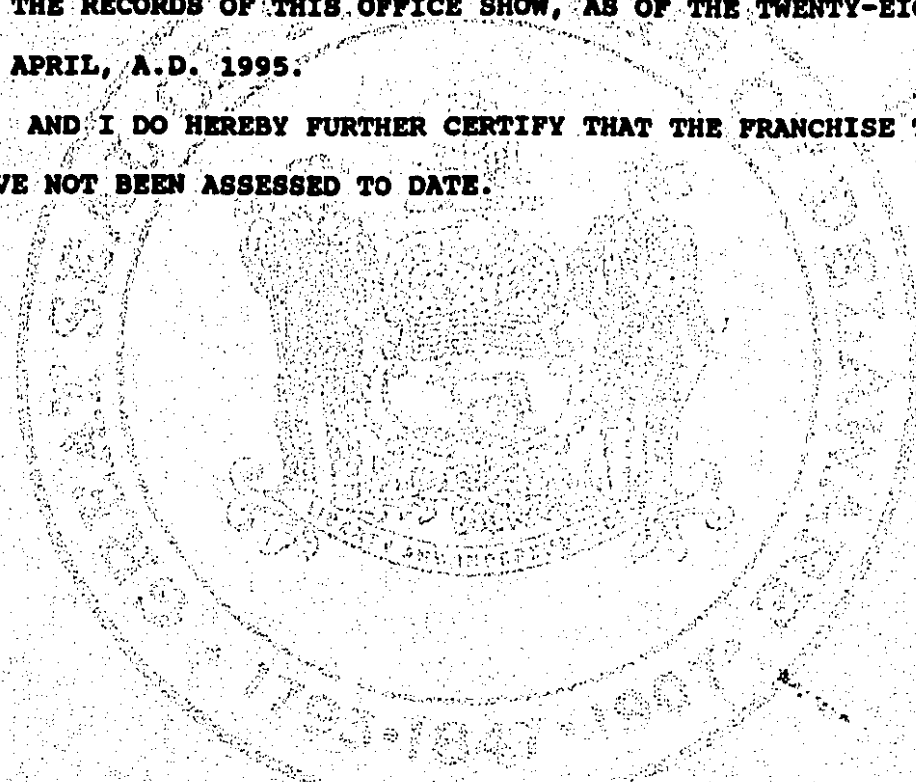
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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARBY'S RESTAURANT HOLDING COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7488917

DATE:

04-28-95