

33,000 Florida Corporate Transmittal Letter
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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-11/19/96--01180--011
*****70.00 *****70.00

SUBJECT: BRUNO ENTERPRISES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JAMES BRUNO
(Name of Person)
BRUNO ENTERPRISES, INC.
(Firm/Company)
P.O. BOX 0178
(Address)
LAPORTE, IN 46352-0178
(City, State and Zip Code)

W96-24572

Should you need to call someone concerning this matter, please call:

JAMES BRUNO at (219) 324 - 0773
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

JAMES BRUNO
BRUNO ENTERPRISES INC - ARBY
PO BOX 0178
LAPORTE, IN 46352-0178

10-1-96

SUBJECT: BRUNO ENTERPRISES INC
Ref. Number: W96000024572

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 596A00052756

CERTIFIED COPY OF CORPORATE RESOLUTION

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Bruno Enterprises, Inc. (the "Corporation") and the keeper for the records of the Corporation and that the following is a true and correct copy of a resolution or resolutions duly adopted at a duly called meeting of the Board of Directors of the Corporation held in accordance with the bylaws of the Corporation on the 16th day of December, 1996 and that each resolution is now in full force and effect.

RESOLVED, that Bruno Enterprises, Inc. will be known in the State of Florida as Bruno Enterprises, Inc. - Arby's for the purpose of doing business in the State of Florida.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary this 16th day of December, 1996.


Nancy Bruno, Secretary

I, James D. Bruno, a director of the Corporation, do hereby certify that the foregoing is a correct copy of a resolution as above set forth.


James D. Bruno, Director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. BRUNO ENTERPRISES INC
(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. INDIANA
(State or country under the law of which it is incorporated)

3. 35-1607580
(FBI number, if applicable)

4. JUNE 14, 1994
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. OCTOBER 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. P.O. BOX 178

LAPORTE, IN 46352-0178
(Current mailing address)

8. ARBY'S ROAST BEEF RESTAURANT
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: JAMES D. BRUNO

Office Address: 350 BALD EAGLE DRIVE

MARCO ISLAND, Florida, 33937
(Zip Code)

10. Registered agent's 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.


(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JAMES BRUNO 312-42-9576

Address: 0232 CHIPPEWA DRIVE LAPORTE, IN 46350

Director: NANCY BRUNO 306-56-9204

Address: 0232 CHIPPEWA DRIVE LAPORTE, IN 46350

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: JAMES BRUNO

Address: 0232 CHIPPEWA DRIVE LAPORTE, IN 46350

Vice President: _____

Address: _____


Secretary: NANCY BRUNO

Address: 0232 CHIPPEWA DRIVE LAPORTE, IN 46350

Treasurer: SAME AS SECRETARY

Address: _____

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

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

14. JAMES D. BRUNO _____
(Typed or printed name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

BRUNO ENTERPRISES INC

filed Articles of Incorporation on June 14, 1984, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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DIVISION OF CORPORATIONS
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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this First day of October, 1996.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy