

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

FILED

May 20 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 # F97000002262 (0)
 1. Corporation Name
RTM OPERATING COMPANY



Principal Place of Business: **1000 CORPORATE DR. FT. LAUDERDALE FL 33334**
 Mailing Address: **1000 CORPORATE DR. FT. LAUDERDALE FL 33334**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-24)
 2a. Mailing Address (25-28)

3. Date incorporated or Qualified: **04/28/1997**
 4. FEI Number: **65-0740785**
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent (81-85)
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0507 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

TITLE	OV	<input checked="" type="checkbox"/> DELETE
NAME	COHLAN, JOHN L	
STREET ADDRESS	280 PARK AVE.	
CITY-ST-ZIP	NEW YORK NY 10017	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BARNES, JOHN L JR.	
STREET ADDRESS	280 PARK AVE.	
CITY-ST-ZIP	NEW YORK NY 10017	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	SCHORA, BRIAN L	
STREET ADDRESS	280 PARK AVE.	
CITY-ST-ZIP	NEW YORK NY 10017	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	SMITH, ROLAND	
STREET ADDRESS	1000 CORPORATE DR.	
CITY-ST-ZIP	FT. LAUDERDALE FL 33334	
TITLE	CFOV	<input checked="" type="checkbox"/> DELETE
NAME	THOMAS, KENNETH A	
STREET ADDRESS	1000 CORPORATE DR.	
CITY-ST-ZIP	FT. LAUDERDALE FL 33334	
TITLE	VAS	<input checked="" type="checkbox"/> DELETE
NAME	TIMSON, CURTIS S	
STREET ADDRESS	1000 CORPORATE DR.	
CITY-ST-ZIP	FT. LAUDERDALE FL 33334	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS

1.1 TITLE	DP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Russell V. Umphenour, Jr.	
1.3 STREET ADDRESS	5995 Barfield Rd.	
1.4 CITY-ST-ZIP	Atlanta, GA 30328	
2.1 TITLE	V(Sr.) D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Dennis E. Cooper	
2.3 STREET ADDRESS	5995 Barfield Rd.	
2.4 CITY-ST-ZIP	Atlanta, GA 30328	
3.1 TITLE	(Sr.) V D S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	J. Russell Welch	
3.3 STREET ADDRESS	5995 Barfield Rd.	
3.4 CITY-ST-ZIP	Atlanta, GA 30328	
4.1 TITLE	(Sr.) V D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Douglas N. Benham	
4.3 STREET ADDRESS	5995 Barfield Rd.	
4.4 CITY-ST-ZIP	Atlanta, GA 30328	
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 _____ DATE _____

CR2E034 (10/97)