

February 11, 1999

FEB 19 99

Qualifications/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Office of General Counsel
Department of State

Re: RTM Savannah, Inc. -- Qualifying to Transact Business in Florida

12 3/4

Gentlemen,

RTM Savannah, Inc., a Georgia corporation, has been transacting business in Florida since June 1, 1997. On April 28, 1997, we qualified its parent company RTMSC, Inc. to transact business in Florida, and have been dutifully filing all necessary documents to keep this qualification in good standing. However, as we were in the process of preparing our and State tax returns for RTM Savannah, Inc., we realized that even though the parent company was qualified to transact business in Florida, RTM Savannah, Inc. (RTMSC, Inc.'s subsidiary) was in fact the company that was transacting business in Florida. We will be filing the initial Florida state tax return for RTM Savannah, Inc. prior to March 1, 1999.

In an attempt to correct our unintentional mistake, we are filing the following items to qualify RTM Savannah to transact business in Florida:

- ❖ Transmittal Letter
- ❖ Application by Foreign Corporation for Authorization to Transact Business in Florida
- ❖ Certificate of Existence -- State of Georgia
- ❖ Check in the amount of \$370.00 to cover
 - \$70.00 filing fee
 - \$150.00 annual filing fee for 1998
 - \$150.00 annual filing fee for 1999

300002779279-6
-02/18/99-01054-001
***370.00 ***370.00
300002779279-6
-03/04/99-01016-001
***1000.00 ***1000.00

While I understand, there are consequences of transacting business without authority, we respectfully request your consideration in waiving the civil penalty under Section 607.1502. The late qualification was due to reasonable cause, and not to gross or willful neglect or disregard of the law.

If you have any questions regarding this matter, please call me at (404) 705-0719.

Sincerely,


Lisa W. Blackwell

Enclosures

cc: J. Russell Welch, Secretary
Eugene J. Klibanoff, Director of Tax

P.S. As soon as RTM Savannah, Inc. is qualified in Florida, I will be withdrawing RTMSC, Inc.'s qualification.

RTM, Inc.
5995 Barfield Road
Atlanta, GA 30328
(404) 256-4900



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 3, 1999

RE: RTM Savannah, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1997 of \$300 and foreign non-qualified penalties for the same period of \$ 1000 assessed at the statutory minimum of \$ 500 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

**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. RTM Savannah, 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. Georgia 3. 58-2192002
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 28, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5995 Barfield Road
Atlanta, Georgia 30328
(Current mailing address)
8. Restaurants
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: C T Corporation System
Office Address: 1220 S Pine Island Road
Plantation, Florida, 33324
(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.

Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS
ASSISTANT SECRETARY

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 2:31

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

Chairman: Russell V. Umphenour, Jr.

Address: 5995 Barfield Road

Atlanta, Georgia 30328

Director Douglas N. Benham
~~Vice Chairman~~

Address: 5995 Barfield Road

Atlanta, Georgia 30328

Director: Dennis E. Cooper

Address: 5995 Barfield Road

Atlanta, Georgia 30328

Director: J. Russell Welch

Address: 5995 Barfield Road

Atlanta, Georgia

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

President: Douglas J. Potter

Chief Executive Officer: Russell V. Umphenour, Jr.

Address: 5995 Barfield Road

5995 Barfield Road

Atlanta, Georgia 30328

Atlanta, Georgia 30328

Sr. Vice President: Dennis E. Cooper

Address: 5995 Barfield Road

Atlanta, Georgia 30328

Secretary: J. Russell Welch

& Sr. VP

Address: 5995 Barfield Road

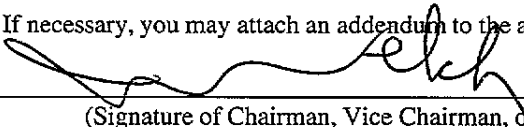
Atlanta, Georgia 30328

Treasurer: Douglas N. Benham

Address: 5995 Barfield Road

Atlanta, Georgia 30328

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. J. Russell Welch, Secretary and Senior Vice President

(Typed or printed name and capacity of person signing application)

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90400226
CONTROL NUMBER : K526549
DATE INC/AUTH/FILED: 08/28/1995
JURISDICTION : GEORGIA
PRINT DATE : 02/09/1999
FORM NUMBER : 211

LISA BLACKWELL
5995 BARFIELD ROAD
ATLANTA GA 30328

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DIVISION OF CORPORATIONS
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CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

RTM SAVANNAH, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.


CATHY COX
SECRETARY OF STATE

