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LIMITED LIABILITY COMPANY

Wonef-Orange, LLC

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9-17-03

ARTICLES OF ORGANIZATION
OF
WONEF-ORANGE, LLC

These Articles of Organization of WONEF-Orange, LLC (the "Company"), dated as of September 17, 2003, are being duly executed and filed by Wendy's of N.E. Florida, Inc., a Florida corporation, as sole member of the Company, to form a limited liability company under the Florida Limited Liability Company Act (Fla. Stat. §608.401, *et seq.*).

ARTICLE I. The name of the limited liability company is WONEF-Orange, LLC.

ARTICLE II. The mailing and street address of the Company's principal office is:

WONEF-Orange, LLC
2600 McCormick Drive
Clearwater, Florida 33759

ARTICLE III. The name and Florida street address of the Company's registered agent and registered office are:

CT Corporation System
c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated herein, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 of the Florida Statutes.

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CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
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CT CORPORATION SYSTEM

By: *Carol Beard*

Name: Carol Beard

Title: Assistant Secretary

SEP-17-2003 13:28

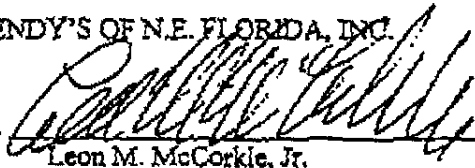
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.

Member:

WENDY'S OF N.E. FLORIDA, INC.

By:



Leon M. McCorkle, Jr.
Executive Vice President, General
Counsel and Secretary

1 APR 2004
AND
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TALLAHASSEE, FLORIDA