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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAMES A. KOLE*

EDWARD A. KOLE
(1894-1975)

SHEPHARD KOLE
(1918-2004)

*LL.M. IN CORPORATION LAW

October 26, 2006

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OF COUNSEL
TARA S. KOLE*

*CALIFORNIA BAR ONLY

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

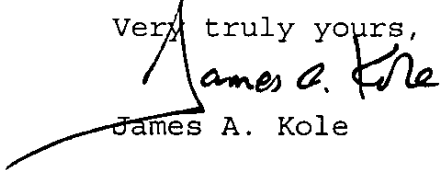
Re: Triarc Catalyst Group LLC

Ladies and Gentlemen:

Enclosed herewith for filing are original Articles of Organization for **Triarc Catalyst Group LLC**. Kindly provide us with a certified copy and a certificate of status as soon as practicable. Also enclosed is our firm check in the sum of \$160.00 for these services. For further information concerning this matter, please contact the undersigned.

Thank you for your attention to this matter.

Very truly yours,


James A. Kole

/emm

Enclosures (2)

cc: Mr. Melvin Katz (via e-mail)
Ms. Rhoda Katz (via e-mail)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is: **TRIARC CATALYST GROUP LLC**

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

c/o Triarc International, Inc.
215 Celebration Place, Suite 500
Celebration, Florida 34747

Mailing Address:

c/o Triarc International, Inc.
215 Celebration Place, Suite 500
Celebration, Florida 34747

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

J. Randall Lutheran
215 Celebration Place, Suite 500
Celebration, Florida 34747

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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, F. S.


Registered Agent's Signature (REQUIRED)

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(CONTINUED)

Page 1 of 2

ARTICLE IV – Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

Managing Member

Triarc International, Inc.
a New York corporation
215 Celebration Place, Suite 500
Celebration, Florida 34747

ARTICLE V – Member(s):

The name and address of each other Member is as follows:

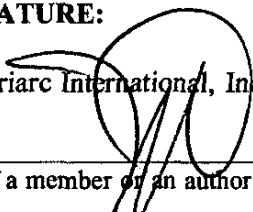
Member

Carlos J. Pesant
440 Ninth Avenue, 18th Floor
New York, New York 10001

Member

Mark Harari
440 Ninth Avenue, 18th Floor
New York, New York 10001

REQUIRED SIGNATURE:


Triarc International, Inc., Managing Member

By: _____
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Melvin Katz, President
Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
\$30.00 Certified Copy (Optional)
\$5.00 Certificate of Status (Optional)