

UB
11-B-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Arby's Finance, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____
(FEI number, if applicable)

4. August 1, 2000
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to
exist or "perpetual")

6. November 13, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1000 Corporate Drive
Fort Lauderdale, FL 33334-3651
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

John L. Barnes Jr., Triarc Companies, Inc., 280 Park Ave., New York, NY 10017

Jonathan P. May, Triarc Companies, Inc., 280 Park Ave., New York, NY 10017

Brian L. Schorr, Triarc Companies, Inc., 280 Park Ave., New York, NY 10017

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To hold and manage
equity interests in its subsidiaries and obtain financing in connection with
Arby's Holdings, LLC Member

Signature of a member or an authorized representative of a member

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

By: 

Typed or printed name of signee
Brian L. Schorr, Manager

00 NOV 13 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Arby's Finance, LLC.

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

CT Corporation System

(Name)

1200 South Pine Island Rd.

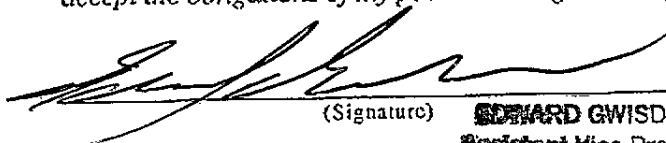
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation,

FL 33324

City/State/Zip

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..



(Signature)

EDWARD GWISDALLA

Assistant Vice President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARBY'S FINANCE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARBY'S FINANCE, LLC" WAS FORMED ON THE FIRST DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0779681

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001560699

DATE: 11-08-00

APPROVED
AND
FILED
00 NOV 13 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA