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August 22, 2000

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*****78.75 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

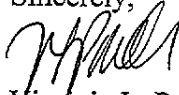
Re: RTM Enterprises, Inc. filing

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of RTM Enterprises, Inc. for filing. I have also furnished you with a check in the amount of \$78.75, said filing fee.

Should you have any questions, please don't hesitate to call.

Sincerely,



Virginia L. Ponder
Legal Assistant

FILED
00 AUG 24 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/24

ARTICLES OF INCORPORATION
OF

RTM ENTERPRISES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapters 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a corporation.

ARTICLE I

The name of the corporation ("Corporation") is **RTM ENTERPRISES, INC.**

ARTICLE II

The existence of the corporation shall begin on the date of the filing of these Articles.

ARTICLE III

The street address of the principal office of the Corporation is 3797 Mitzi Way, Tallahassee, Florida 32308.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is four hundred (400), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered agent is Booth & Horton, P.A., 522 E. Park Ave., Tallahassee, Florida 32301. The initial registered agent for the Corporation at that address is Wiley Horton, Esq.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Russell D. Lake
3797 Mitzi Way
Tallahassee, FL 32308

Lynn D. Lake
3797 Mitzi Way
Tallahassee, FL 32308

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Russell D. Lake
3797 Mitzi Way
Tallahassee, FL 32308

Lynn D. Lake
3797 Mitzi Way
Tallahassee, FL 32308

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

The corporation has been organized to develop and market consumer products.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22nd day of August, 2000.

Russell D. Lake
RUSSELL D. LAKE

8/14/2000
DATE

Lynn D. Lake
LYNN D. LAKE

8/14/2000
DATE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **RTM ENTERPRISES, INC.**, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.051(3). Dated this 22nd day of August, 2000.


WILEY HORTON

FILED
00 AUG 24 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA