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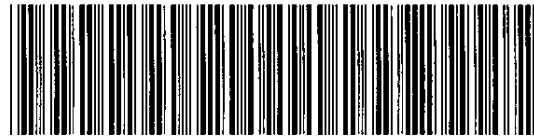
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend
C.COULLETTE
JUN 30 2009
EXAMINER

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09 JUN 30 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RTM Stores, Inc.

Gree24

- ___ Art of Inc. File_____
- ___ LTD Partnership File_____
- ___ Foreign Corp. File_____
- ___ L.C. File_____
- ___ Fictitious Name File_____
- ___ Trade/Service Mark_____
- ___ Merger File_____
- ✓ ___ Art. of Amend. File_____
- ___ RA Resignation_____
- ___ Dissolution / Withdrawal_____
- ___ Annual Report / Reinstatement_____
- ✓ ___ Cert. Copy_____
- ___ Photo Copy_____
- ___ Certificate of Good Standing_____
- ___ Certificate of Status_____
- ___ Certificate of Fictitious Name_____
- ___ Corp Record Search_____
- ___ Officer Search_____
- ___ Fictitious Search_____
- ___ Fictitious Owner Search_____
- ___ Vehicle Search_____
- ___ Driving Record_____
- ___ UCC 1 or 3 File_____
- ___ UCC 11 Search_____
- ___ UCC 11 Retrieval_____

Signature

Requested by:

V.W

6/29

P.M

Name

Date

Time

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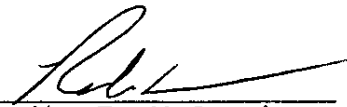
Will Pick Up

Courier

ARTICLES OF AMENDMENT
OF
RTM STORES, INC.

The undersigned, as President of RTM Stores, Inc. and as its sole Director, hereby files these Articles of Amendment and states that the attached Amended Articles of Incorporation were recommended to the Shareholders at a special meeting of the Board of Directors held on June 20, 2009 by unanimous vote of the Board of Directors. The same were adopted by unanimous vote of all of the Shareholders of the corporation at a special meeting of the Shareholders also held on June 20, 2009 after the adjournment of the Board of Director's meeting.

Dated this 20 day of June, 2009.



Redia T. McGrath
President

FILED
09 JUN 30 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
ARTICLES OF INCORPORATION
OF
RTM STORES INC.

The undersigned President of RTM Stores, Inc, pursuant to authorization granted by a special meeting of the Board of Directors and a special meeting of the Shareholders, hereby amends the Articles of Incorporation to hereafter read as follows:

ARTICLE I - NAME

The name of the Corporation shall be: RTM STORES INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The general character or nature of the business to be transacted by this Corporation is:

- a. To operate a business of wholesale and retail sales.
- b. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, buildings, or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands and any buildings or other structures at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- c. To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.
- d. To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed

necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

e. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

f. To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

g. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

h. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including a purchase of its own shares.

i. To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

j. To engage in any and all lawful business, trades, occupations and professions.

k. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts abovenamed.

l. Any other lawful business.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

ARTICLE V - INITIAL CAPITALIZATION

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The street address of the office of the Corporation is: 1010 Drew Street, Clearwater, FL 33755

ARTICLE VII - ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is:

Richard D. Green, 1010 Drew Street, Clearwater, Florida 33755

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of one (1) Directors. The number of Directors may be, as provided for by the By-Laws as adopted by the Shareholders, increased or decreased, with one (1) Director being sufficient to constitute the Board. The name and address of the initial Director of this corporation is:

REDIA T. McGRATH
843 Harbor Isle
Clearwater, FL 33767

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

REDIA T. McGRATH
843 Harbor Isle
Clearwater, FL 33767

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a

Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - 7-11 INCORPORATED GUIDELINES

Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholder(s) of this corporation shall be the "Franchisee(s)." For purposes of this document, "Franchisee(s)" shall mean and include (a) the original signatory(ies), as franchisee, to the 7- Eleven Store Franchise Agreement(s) ["Franchise Agreement(s)"] intended to be, or having been, assigned to this corporation; and (b) anyone added as a franchisee by amendment to the Franchise Agreement(s); however, "Franchisee(s)" shall exclude anyone who was original signatory or who was later added as a franchisee by amendment to the Franchise Agreement(s). Further, each "Franchisee", during the time such person is a "Franchisee," and only while a "Franchisee," must be a shareholder of this corporation.


Notwithstanding anything herein to the contrary, this corporation is a single purpose corporation, the single purpose being the operation of one or more 7 Eleven stores in accordance with one or more Franchise Agreements.

The following restrictive legend must appear clearly and legibly on each stock certificate: "No shares of this corporation may be issued, encumbered, assigned, held or transferred except with the prior written consent of 7-Eleven Inc., a Texas corporation, and no shares may be held by anyone other than the "Franchisee(s)," as defined in the Articles of Incorporation of this corporation. However, shares may be owned by the fiduciary of the estate of a deceased shareholder pending an approved transfer. These restrictions may not be amended, repealed or revoked except with the prior written consent of 7- Eleven Inc."

These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7- Eleven, Inc., a Texas corporation.

Both preemptive rights and cumulative voting must be prohibited.

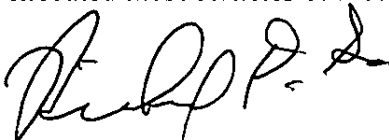
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of June, 2009.


REDIA T. McGRATH

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared Redia T. McGrath to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

Dated this 26 day of June, 2009.



NOTARY PUBLIC

My Commission Expires:

(print, type or stamp commissioned name of Notary Public)

RICHARD D. GREEN
Notary Public, State of Florida
My Comm. Expires Feb. 10, 2012
No. DD756936

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State
Naming Agent Upon Whom Process may be Served

The following is submitted in compliance with Chapter 48.091, Florida Statutes:


RTM STORES INC., a Corporation organized (or organizing) under the laws of the State of

Florida with its principal office at 1010 Drew Street, Clearwater, Florida 33755, County of Pinellas, State of Florida, has named Redia T. McGrath, 1010 Drew Street, Clearwater, Florida, 33755, County of Pinellas, State of Florida, as its agent to accept service of process within this state.


REDIA T. McGRATH

ACCEPTANCE

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Redia T. McGrath
Registered Agent