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FILED
Mar 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P31178 (7)
1. Corporation Name
FLAGSTAR SYSTEMS, INC.

Principal Place of Business 203 E MAIN ST. P-11-5 SPARTANBURG SC 29319	Mailing Address 203 E MAIN ST. P-11-5 SPARTANBURG SC 29319
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		3. Date Incorporated or Qualified 10/01/1990 12/30/86	
4. FEI Number 13-3413059		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No					

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code	
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SVP	1.1 TITLE	VP/AS
NAME	BUSHEY, CRAIG S	1.2 NAME	Robert M. Sarrett
STREET ADDRESS	203 E MAIN STREET	1.3 STREET ADDRESS	203 E. main St.
CITY-ST-ZIP	SPARTANBURG SC	1.4 CITY-ST-ZIP	
TITLE	VPT	2.1 TITLE	
NAME	HUTCHISON, RONALD B	2.2 NAME	
STREET ADDRESS	203 E MAIN STR	2.3 STREET ADDRESS	
CITY-ST-ZIP	SPARTANBURG SC	2.4 CITY-ST-ZIP	
TITLE	PSD	3.1 TITLE	
NAME	PARISH, RHONDA J.	3.2 NAME	
STREET ADDRESS	203 E MAIN ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	SPARTANBURG SC	3.4 CITY-ST-ZIP	
TITLE	VPAS	4.1 TITLE	
NAME	NELL, ROSS B	4.2 NAME	
STREET ADDRESS	203 E MAIN ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	SPARTANBURG SC	4.4 CITY-ST-ZIP	
TITLE	CFO	5.1 TITLE	VP
NAME	DEVOY, DAVID O	5.2 NAME	Stephen W. Wood
STREET ADDRESS	203 E MAIN ST	5.3 STREET ADDRESS	203 E. main St.
CITY-ST-ZIP	SPARTANBURG SC	5.4 CITY-ST-ZIP	SPARTANBURG, SC 29319
TITLE	SVP	6.1 TITLE	
NAME	CAMPBELL, C. R	6.2 NAME	
STREET ADDRESS	203 E MAIN ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	SPARTANBURG SC	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

[Signature]

To Be

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CR2E034 (10/97)

Directors, Officers Report

FLAGSTAR SYSTEMS, INC.

Wednesday, March 25, 1998

DIRECTORS

RHONDA J. PARISH

Director

OFFICERS

RHONDA J. PARISH	President, General Counsel and Secretary
C. ROBERT CAMPBELL	Executive Vice President and Assistant Treasurer
EDNA K. MORRIS	Executive Vice President and President, Quincy's Division
STEPHEN W. WOOD	Executive Vice President, Human Resources
MICHAEL A. BALD	Vice President, Hardee's Marketing
ROBERT M. BARRETT	Vice President, Assistant General Counsel and Assistant Secretary
PHYLLIS J. CALVERT	Vice President, Human Resources, Hardee's Division
J. MICHAEL HOWARD	Vice President and Chief Financial Officer, Quincy's Division
RONALD B. HUTCHISON	Vice President and Treasurer
ROSS B. NELL	Vice President, Tax and Assistant Secretary
WILLIE H. PRIDGEN	Vice President, Human Resources, Quincy's Division
SHERYL NMI TURNER-WATTS	Vice President, Operations and Training, Quincy's Division
J. SCOTT MELTON	Assistant General Counsel and Assistant Secretary
JEFFREY M. RHINES	Assistant Secretary
FREDERICK F. SIMMONS	Assistant Secretary
KENNETH E. JONES	Assistant Treasurer

All officers are located at 203 East Main Street, Spartanburg, SC 29319