

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Wendy's Inc

COPYED DISBURSED

Capital Expenses  
 Art. of Amend. Fil  
 Corp. Record Search  
 Part. Search  
 Fictitious Name  
 Corp. Copy(s)

Art. of Amend. Fil  
 Dissolution/Withdrawal  
 C U S  
 Fictitious Name Filo

Name Reservation  
 Annual Report/Financial Statement  
 Reg. Agent Service  
 Document Filing

Corporate Kit  
 Vehicle Search  
 Driving Record  
 Document Retrieval

UCC 1 or 3 File  
 UCC 11 Search  
 UCC 11 Retrieval  
 File No.'s, Copies

Courier Service  
 Shipping/Handling  
 Phone ( )

Top Priority  
 Express Mail Prop.  
 FAX ( ) pgs.

## SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum

THANK YOU  
 from  
 Your Capital Connection

WALK-IN  
 Will Pick Up 1.25 1100



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 25, 1995

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: MINDSETS, INC.  
Ref. Number: W95000001752

We have received your document for MINDSETS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 595A00003129

ARTICLES OF INCORPORATION  
OF  
INTERACTIVE MINDSETS, INC.

FILED  
05 JAN 25 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Mailing Address

The name of this corporation shall be:

INTERACTIVE MINDSETS, INC.

The address of the principal office and the mailing address of this corporation is:

12150 28th Street North  
Suite 201  
St. Petersburg, Florida 33716

ARTICLE II

Existence of Corporation

This corporation shall begin existence on the date of the filing of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all

lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE IV

##### Powers

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (1994), as may be amended from time-to-time.

#### ARTICLE V

##### Capital Stock

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

#### ARTICLE VI

##### Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

800 Second Avenue South, Suite 380  
St. Petersburg, Florida 33701

and the name of the corporation's initial registered agent at such address is:

Denis A. Cohrs

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (1994), as may be amended from time-to-time.

#### ARTICLE VII

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be four (4), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Kathleen C. Disch	12150 28th Street North, Suite 201 St. Petersburg, Florida 33716
Teresa M. Kennedy	1136 - 3rd Avenue South Tierra Verde, Florida 33715
Christine S. Cosgrove	23 Prospect Street Watertown, Massachusetts 02172
Terrence E. Kennedy	1136 - 3rd Avenue South Tierra Verde, Florida 33715

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

#### ARTICLE VIII

##### Incorporators

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Kathleen C. Disch	12150 28th Street North, Suite 201 St. Petersburg, Florida 33716

#### ARTICLE IX

##### Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (1994), as amended from time-to-time.

ARTICLE X

CONTROL SHARE ACQUISITIONS

The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (1994), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (1994).

ARTICLE XI

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.




Kathleen C. Disch,  
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (1994).

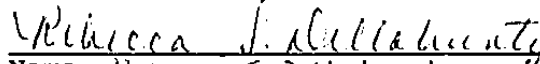
DATED this 19<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Denis A. Cohrs,  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, on this 19<sup>th</sup> day of January, 1995, personally appeared Denis A. Cohrs, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
\_\_\_\_\_  
Name: Rebecca S. Dillahunty  
Notary Public for State of Florida  
(SEAL)  
☒ Personally Known    ID Produced  
My Commission Expires:



REBECCA S. DILLAHUNTY  
MY COMMISSION # CC 187233 EXPIRES  
March 26, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.