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February 26, 1996

Secretary of State
Corporate Division
Post Office Box 6327
The Capitol
Tallahassee, Florida 32304

Re: Wendy Enterprises, Inc.
Our File Number: M-6332-M

Dear Sir or Madam:

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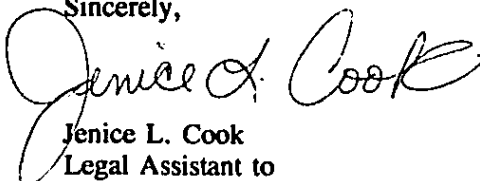
I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	35.00
Certified copy	52.50
Registered agent fee	35.00
TOTAL	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Jenice L. Cook
Legal Assistant to
EDSEL F. MATTHEWS, JR., ESQUIRE

/jc
Enclosure(s)

gf 3/4/96

EFFECTIVE DATE

2/26/96

ARTICLES OF INCORPORATION

OF

WENDY ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 29 AM 10:53

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is Wendy Enterprises, Inc. and the address of the corporation is 1613 Berryhill Road, Milton, Florida 32570.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 308 South Jefferson Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Edsel F. Matthews, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1) whose name and address is James G. Fuller of 1613 Berryhill Road, Milton, Florida 32570.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Edsel F. Matthews, Jr., 308 Jefferson Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26th day of February, 1996.


EDSEL F. MATTHEWS, JR.

STATE OF FLORIDA

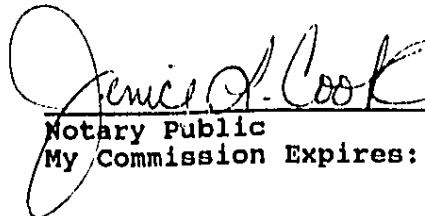
COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Edsel F. Matthews, Jr. to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 26th day of February, 1996.



"OFFICIAL SEAL"
Jenice L. Cook
My Commission Expires 12/18/97
Commission #CC 336027



Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edsel F. Matthews, Jr., hereby accept the appointment as registered agent for Wendy Enterprises, Inc., as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 26th day of February, 1996.


Edsel F. Matthews, Jr.

FILED
SECRETARY OF STATE
CORPORATION DIVISION
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