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File Number

5277-616-3

221

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



93165409

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Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
WENDY'S OLD FASHIONED HAMBURGERS OF NEW YORK, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF OHIO HAS BEEN FILED IN
THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

DEPT. OF SECRETARY
FILED FROM OFFICE OF THE SECRETARY OF STATE
93165409
BOOK COUNTY CLERK'S OFFICE

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 10TH
day of FEBRUARY A.D. 19 93 and
of the Independence of the United States
the two hundred and 17TH



George H. Ryan
SECRETARY OF STATE

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Form **BCA-13.40**

(Rev. Jan. 1991)

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

File # 5297-016-3

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED

FEB 10 1993

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 2-10-93

Filing Fee \$ 25.00

Approved: [Signature]

1. (a) CORPORATE NAME: THE FOOD GROUP, INC.
(b) and, if change of name, NEW CORPORATE NAME: WENDY'S OLD FASHIONED HAMBURGERS OF NEW YORK, INC.
2. (a) State or Country of Incorporation: OHIO
(b) Date of Incorporation: 5-30-80
(c) Period of Duration: perpetual
3. (a) Address of principal office, wherever located: 4288 W. Dublin-Granville Road
Dublin, Ohio 43017
(b) Address of principal office in Illinois: None
4. Name and address of registered agent and registered office in Illinois:
Registered Agent: C T CORPORATION SYSTEM
First Name Middle Initial Last name
Registered Office: 208 S. LASALLE STREET
Number Street Suite #
CHICAGO 60604 COOK
City Zip Code County
5. States and countries in which corporation is admitted or qualified to transact business: Arizona, Florida, Mass., New Jersey, New York, Penn., Washington and Wisconsin
6. Names and residential addresses of officers and directors:

	Name	Number & Street	City	State	Zip Code
President	SEE ATTACHED LIST				
Secretary					
Director					
Director					
Director					

If more than three, attach list.

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operation of quick-service restaurants.

0311

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares	Number of Shares
			Authorized	Issued
COMMON	---	\$1.00	20,000	12,278

9. Paid-in Capital: 7,932,644

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. This application is accompanied by a copy of the Articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

11. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 28, 19 92

WENDY'S OLD FASHIONED HAMBURGERS OF NEW

(Exact Name of Corporation) YORK, INC.

attested by Kathleen M. McLaughlin

by Gordon F. Teter

(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

KATHLEEN M. McLAUGHLIN

GORDON F. TETER

(Type of Print Name and Title)

(Type of Print Name and Title)

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WENDY'S OLD FASHIONED HAMBURGERS OF NEW YORK, INC.

Directors:

James W. Near
John K. Casey
John F. Brownley

Addresses:

(See Below)

<u>Officers</u>	<u>Title</u>	<u>Addresses</u>
James W. Near	Chairman of the Board & Chief Executive Officer	199 Monroe Lane Westerville, OH 43081
Gordon F. Teter	President & Chief Operating Officer	595 Retreat Lane North Powell, OH 43065
John K. Casey	Vice Chairman & Chief Financial Officer	5213 Reserve Dr. Dublin, OH 43017
Ronald E. Musick	Executive Vice President	1444 Oakview Dr. W. Worthington, OH 43235
George Condos	Executive Vice President	4932 Bridgewater Dr. Powell, OH 43065
John F. Brownley	Senior Vice President & Treasurer	2459 Wenbury Rd. Columbus, OH 43220
Lawrence E. Schauf	Senior Vice President & Secretary	5724 Windwood Dr. Dublin, OH 43017
Ronald E. Wallace	Vice President	10605 Wellington Blvd. Powell, OH 43065
Lawrence A. Laudick	Vice President, Controller & Assistant Secretary	7939 Sethwick Rd. Dublin, OH 43017
Kathleen M. McLaughlin	Assistant Secretary	1627 Keats Ct. W. Worthington, OH 43235

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