

AFFIDAVIT RE: MERGER OF B & S FOODS REALTY, INC.

PERSONALLY APPEARED before me, the undersigned officer R. Michael Kennedy, Jr. who after being duly sworn, deposes and says under oath as follows:

1. That the undersigned is Vice-President, General Counsel and Secretary of Wendy's International, Inc., an Ohio corporation;

2. That the undersigned has personal knowledge of the facts sworn to in this affidavit;

3. That B & S Foods Realty, Inc. merged into Restaurant Systems, Inc. on December 26, 1985, as evidenced by that certain Certificate of Articles of Merger, dated December 24, 1985, signed by the Secretary of State, and attached hereto as Exhibit A and made a part hereof by this reference;

4. That Restaurant Systems, Inc. merged into Wendy's International, Inc. on December 27, 1985, as evidenced by that certain Certificate of Articles of Merger, dated December 27, 1985, signed by the Secretary of State, and attached hereto as Exhibit B and made a part hereof by this reference.

The undersigned further states that this Affidavit is made for the purpose of providing notice in the public real estate records of Montgomery County, Alabama, of the mergers.

Sworn to and subscribed before me this 5th day of March, 1986.

R. Michael Kennedy, Jr. (SEAL)  
Vice-President, General Counsel  
and Secretary

Witness

Stacey F. Stacey  
Notary Public

LAW DEPT. Stacey

Date Notarized: March 5, 1986

My Commission Expires:

Notary Public, Georgia State of Charge  
My Commission Expires Dec 19, 1987

[NOTARIAL SEAL]

Montgomery (5, 23, 30 and 33) (Fee - VII, VIII, IX, X)

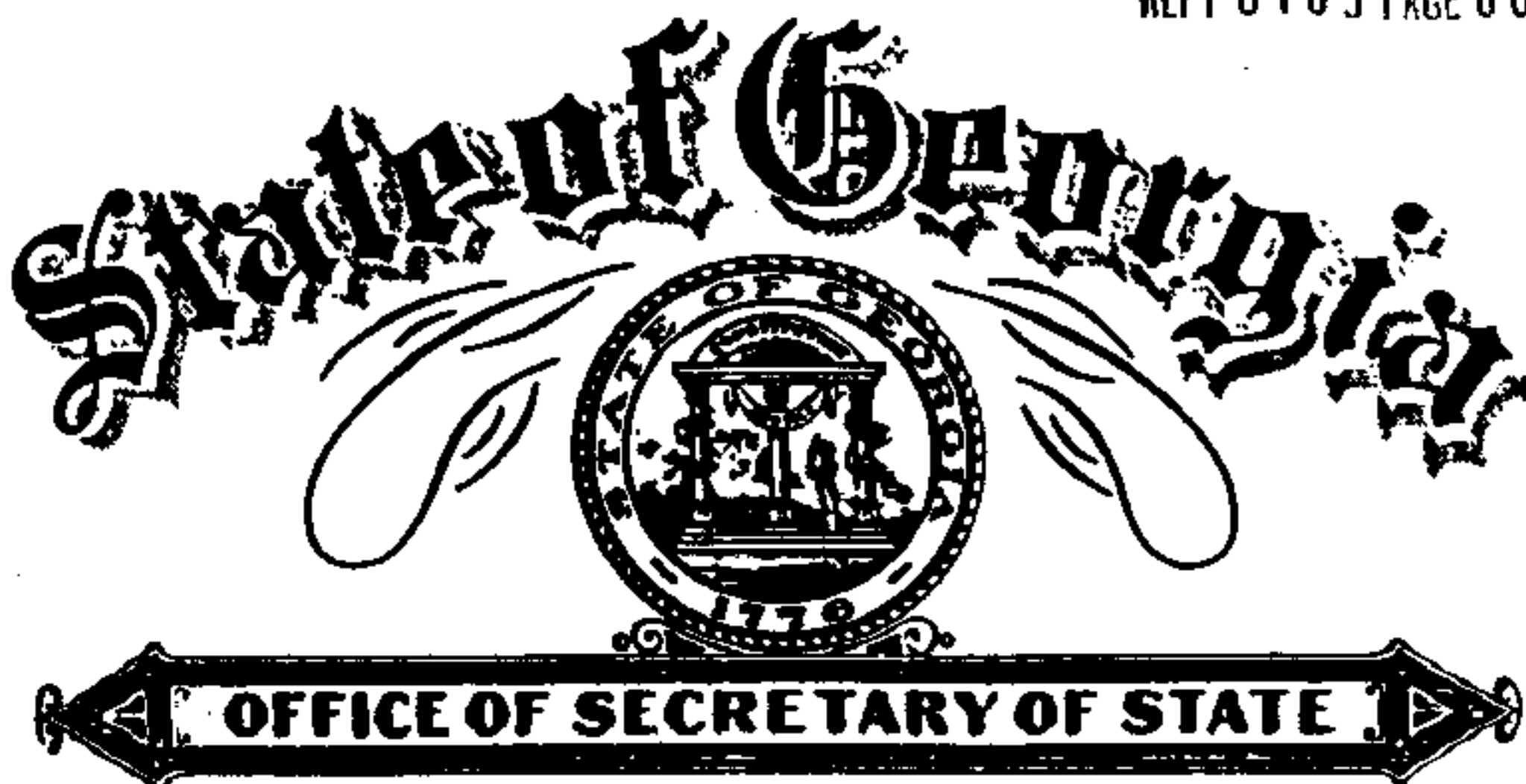
(9799b/15)

Jack A

BOOK 066 PAGE 837

# EXHIBITA

RLPY 0783 PAGE 0080



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

"B & S FOODS REALTY, INC.", a corporation of the State of Georgia, will be duly merged under the laws of the State of Georgia pursuant to articles of merger filed in the office of the Secretary of State on the 24th day of December, 1985, effective the close of business on the 26th day of December, 1985, into "RESTAURANT SYSTEMS, INC.", the resulting corporation, a Georgia corporation, and all fees therefor paid, as provided by law, and that attached hereto is a true and correct copy of said articles of merger.

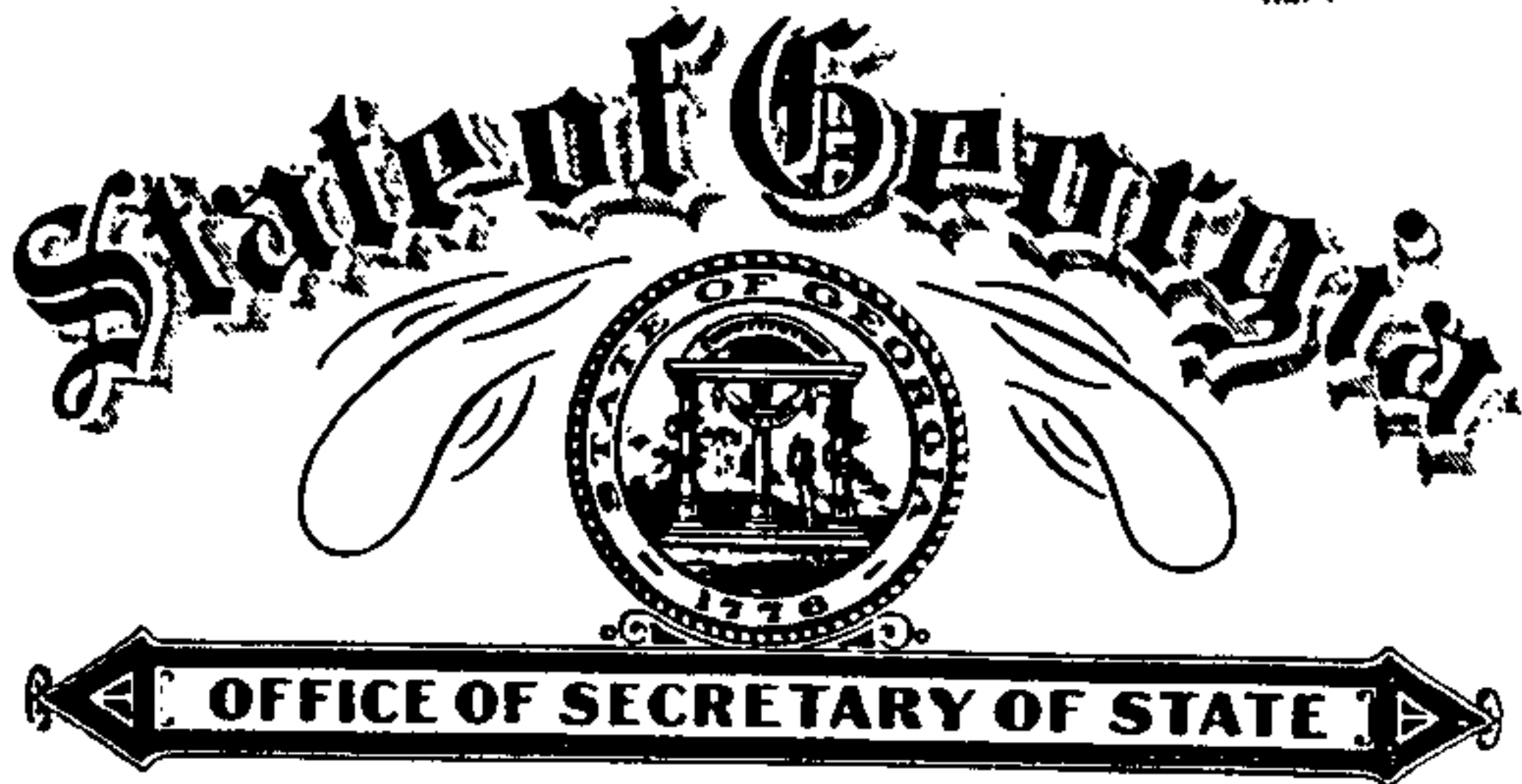
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 24th day of December in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Ten.

*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

# EXHIBIT B

RLPY 0783 PAGE 0081



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that "RESTAURANT SYSTEMS, INC.", a corporation of the State of Georgia, will be duly merged pursuant to articles of merger, into "WENDY'S INTERNATIONAL, INC.", a corporation of the State of Ohio, and said merger has been filed in the office of the Secretary of State on the 27th day of December, 1985, effective at 12:00 o'clock midnight on the 27th day of December, 1985, and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of merger.

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760  
860

STATE OF ALA. SUPPLY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1986 APR -4 AM 11:12

*Thomas W. Montgomery, Jr.*  
JUDGE OF PROBATE

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 27th day of December in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Ten.

*Max Cleland*

SECRETARY OF STATE  
COMMISSIONER OF CORPORATIONS

STATE OF ALA.  
MONTGOMERY, CO.  
I CERTIFY THIS INSTRUMENT  
WAS FILED ON

MAR 25 3 01 PM '86

*Walter H. Hight*

JUDGE OF PROBATE

01	INDEX	1.00	
02	REC FE	7.50	
TOTAL		8.50	
03-25-86 225959			
RECORDING FEES			
Recording Fee	\$	7.50	
Index Fee	\$	1.00	
TOTAL	\$	8.50	