

05-07-2001



101704012

4-34-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
11/17/2000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name TJ Holding Company, Inc.

11/17/2000

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Arby's Brands, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1000 Corporate Drive

Address (line 2) _____

Address (line 3) Fort Lauderdale
City

Florida

State/Country

33334

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Alicia Morris Groos

Alicia Morris Groos

4/24/01

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TJ HOLDING COMPANY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ARBY'S BRANDS, LLC" UNDER THE NAME OF "ARBY'S BRANDS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0802867

DATE: 11-20-00

3268099 8100M

001581442

Nov-17-00 16:03

From-TRIARC COMPANIES

2124513134

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 11/17/2000
001581442 - 3268099

CERTIFICATE OF MERGER

OF

TJ HOLDING COMPANY, INC.
(a Delaware corporation)

INTO

ARBY'S BRANDS, LLC
(a Delaware limited liability company)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Act") and Section 264 of the Delaware General Corporation Law (the "DGCL"), the undersigned DOES HEREBY CERTIFY:

1. The name and jurisdiction of formation or organization of the entities that are to merge are

TJ Holding Company, Inc., a Delaware corporation ("TJ"), and
Arby's Brands, LLC, a Delaware limited liability company ("Arby's Brands")
2. An Agreement and Plan of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by TJ and Arby's Brands in accordance with Section 18-209 of the Act and Section 264 of the DGCL
3. The name of the surviving entity shall be Arby's Brands LLC (the "Surviving Entity").
4. The executed Agreement is on file at the principal place of business of the Surviving Entity, the address of which is 1000 Corporate Drive, Ft. Lauderdale, FL 33334.
5. A copy of the Agreement will be furnished by the Surviving Entity, on request and without cost, to any member of the Surviving Entity or any person holding an interest in TJ.

IN WITNESS WHEREOF, this Certificate has been executed as of this 17th day of November, 2000 by the undersigned.

IN WITNESS WHEREOF, this Certificate has been executed as of this 17th day of November, 2000 by the undersigned.

TJ HOLDING COMPANY, INC.

By: Stuart Rosen
Stuart I. Rosen, Senior Vice President

ARBY'S BRANDS, LLC

By: Curtis E. Gimson
Curtis E. Gimson, Senior Vice President

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