

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Arby's, Inc.		05/20/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Arby's, LLC		
Street Address:	1155 Perimeter Center West		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30338		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2672894	SHIFT SMARTS	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-881-7000		
Email:	betsy.perkins@alston.com		
Correspondent Name:	Ginabeth B. Hutchison		
Address Line 1:	1201 West Peachtree Street		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	046183/307943		
NAME OF SUBMITTER:	Ginabeth B. Hutchison		
Signature:	/Ginabeth B. Hutchison/		
Date:	08/06/2008		

OP \$40.00 2672894

Total Attachments: 4

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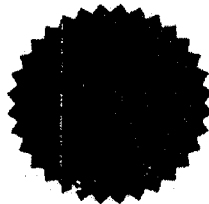
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ARBY'S, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ARBY'S, INC." TO "ARBY'S, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2004, AT 12:26 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3123273

DATE: 05-20-04

2378604 8100V

040371407

TRADEMARK

REEL: 003830 FRAME: 0408

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:26 PM 05/20/2004
FILED 12:26 PM 05/20/2004
SRV 040371407 - 2378604 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION OF ARBY'S, INC.
FROM A CORPORATION TO ARBY'S, LLC,
A LIMITED LIABILITY COMPANY,
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW.

- (1) The name of the corporation immediately prior to filing this Certificate is Arby's, Inc.
- (2) The date of filing of its original certificate of incorporation with the Secretary of State of the State of Delaware is February 16, 1994.
- (3) The original name of the corporation as set forth in its original certificate of incorporation is Arby's Merger Corp.
- (4) The name of the limited liability company into which the corporation shall be converted is Arby's, LLC.
- (5) The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

Dated: May 20, 2004

By: Stuart Rosen
Name: Stuart I. Rosen
Title: Senior Vice President & Secretary

Doc #NY67416953

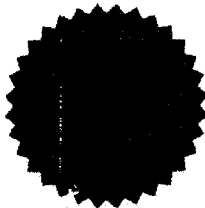
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ARBY'S, LLC" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2004, AT 12:26 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF FORMATION

OF

ARBY'S, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and know, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is Arby's, LLC.

SECOND: The address of the registered office of the limited liability company required to be maintained by Section 18-140 of the Delaware Limited Liability Company Act is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and its registered agent at such address is The Corporation Service Company.

Executed on May 20, 2004



Stuart I. Rosen
Authorized Person

Doc #NY67410762