

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Arby's, Inc.		12/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Arby's Restaurant Group, Inc.
Street Address:	1000 Corporate Drive
City:	Fort Lauderdale
State/Country:	FLORIDA
Postal Code:	33334-3651
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2797876	A FRESH TAKE ON FRESH TASTE

CORRESPONDENCE DATA

Fax Number: (212)492-0083
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2123733083
 Email: zhilden@paulweiss.com, hranucci@paulweiss.com
 Correspondent Name: Zoe Hilden
 Address Line 1: 1285 Avenue of the Americas
 Address Line 2: c/o Paul, Weiss, LLP
 Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	128449-086
NAME OF SUBMITTER:	Zoe Hilden
Signature:	/Zoe Hilden/

CH \$40.00 2797876

Date:

03/16/2009

Total Attachments: 10

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ARBY'S RESTAURANT GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF MAY, A.D. 2004, AT 3:12 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTEENTH DAY OF MAY, A.D. 2006, AT 4:52 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTEENTH DAY OF MAY, A.D. 2006, AT 5:26 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTEENTH DAY OF MAY, A.D. 2006, AT 5:27 O'CLOCK P.M.

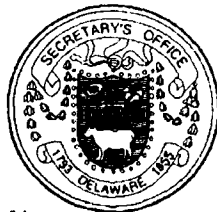
CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 4:30 O'CLOCK P.M.

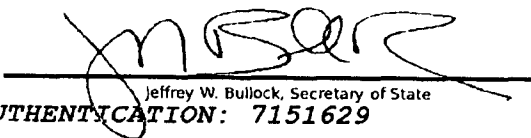
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006.

3803478 8310

090183663

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7151629

DATE: 02-24-09

TRADEMARK
REEL: 003952 FRAME: 0699

Delaware

PAGE 2

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "ARBY'S RESTAURANT GROUP, INC."

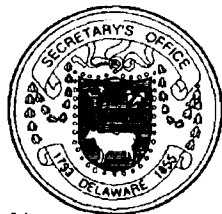
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

3803478 8310

090183663

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7151629

DATE: 02-24-09

TRADEMARK
REEL: 003952 FRAME: 0700

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ARBY'S RESTAURANT GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF MAY, A.D. 2004, AT 3:12 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTEENTH DAY OF MAY, A.D. 2006, AT 4:52 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTEENTH DAY OF MAY, A.D. 2006, AT 5:26 O'CLOCK P.M.

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CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 4:30 O'CLOCK P.M.

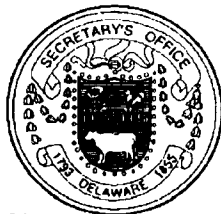
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

3803478 8100H

090183663

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7151630

DATE: 02-24-09

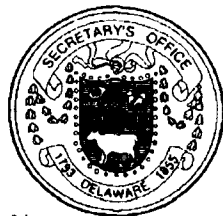
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Delaware

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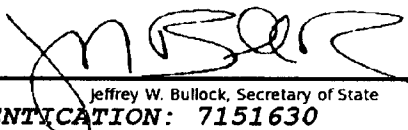
AFORESAID CORPORATION, "ARBY'S RESTAURANT GROUP, INC."



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7151630

DATE: 02-24-09

TRADEMARK
REEL: 003952 FRAME: 0702

CERTIFICATE OF INCORPORATION

of

ARBY'S RESTAURANT GROUP, INC.

The undersigned incorporator, in order to form a corporation under the General Corporation Law of the State of Delaware, certifies as follows:

1. Name. The name of the corporation is Arby's Restaurant Group, Inc. (hereinafter called the "Corporation").

2. Address: Registered Agent. The address of the Corporation's registered office is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware; and its registered agent at such address is Corporation Service Company.

3. Purposes. The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. Number of Shares. The total number of shares of capital stock of all classifications which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) each.

5. Name and Address of Incorporator. The name and mailing address of the incorporator is Tandra S. King c/o Triarc Companies, Inc., 280 Park Avenue, New York, New York 10017.


6. Liability of Directors. No director of the Corporation shall be held personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after adoption of this

paragraph to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

7. Adoption, Amendment and/or Repeal of By-Laws. The Board of Directors may from time to time (after adoption by the undersigned of the original by-laws of the Corporation) make, alter or repeal the by-laws of the Corporation; provided, however, that any by-laws made, amended or repealed by the Board of Directors may be amended or repealed, and any by-laws may be made, by the stockholders of the Corporation.

IN WITNESS WHEREOF, this Certificate has been signed on this 13th day of May, 2004.


Tandra S. King
Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:26 PM 05/16/2006
FILED 04:52 PM 05/16/2006
SRV 060465160 - 3803478 FILE

CERTIFICATE OF MERGER
OF
ARBY'S BRANDS, LLC,
ARBY'S FINANCE, LLC,
ARBY'S HOLDINGS, LLC, AND
ARHC, LLC
WITH AND INTO
ARBY'S RESTAURANT GROUP, INC.

It is hereby certified that:

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

- (i) Arby's Brands, LLC, a Delaware limited liability company ("Brands");
- (ii) Arby's Finance, LLC, a Delaware limited liability company ("Finance");
- (iii) Arby's Holdings, LLC, a Delaware limited liability company ("Holdings");
- (iv) ARHC, LLC, a Delaware limited liability company ("ARHC"); and
- (v) Arby's Restaurant Group, Inc., a Delaware corporation ("ARG").

2. Brands, Finance, Holdings, and ARHC shall be merged with and into ARG, and ARG will be the surviving corporation.

3. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with the provisions of Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Act.

4. The name of the surviving corporation shall be Arby's Restaurant Group, Inc. (the "Surviving Corporation").


5. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended or otherwise modified pursuant to the provisions of the General Corporation Law of the State of Delaware.

6. The executed Merger Agreement is on file at the principal office of the Surviving Corporation, the address of which is 1155 Perimeter Center West, Suite 1200, Atlanta, Georgia 30338.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member, as the case may be, of any of the constituent entities.

IN WITNESS WHEREOF, ARG has caused this Certificate of Merger to be executed in its name by its duly authorized officers as of the 16th day of May, 2006.

ARBY'S RESTAURANT GROUP, INC.

By: 
Nils H. Okeson, General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:26 PM 05/16/2006
FILED 05:26 PM 05/16/2006
SRV 060465193 - 3803478 FILE

CERTIFICATE OF MERGER
OF
ARBY'S BUILDING AND CONSTRUCTION CO.
WITH AND INTO
ARBY'S RESTAURANT GROUP, INC.

It is hereby certified that:

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

- (i) Arby's Building and Construction Co., a Georgia corporation ("ABC"); and
- (ii) Arby's Restaurant Group, Inc., a Delaware corporation ("ARG").

2. ABC shall be merged with and into ARG, and ARG will be the surviving corporation.

3. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with the provisions of Sections 252 of the Delaware General Corporation Law.

4. The name of the surviving corporation shall be Arby's Restaurant Group, Inc. (the "Surviving Corporation").

5. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended or otherwise modified pursuant to the provisions of the General Corporation Law of the State of Delaware.

6. The authorized stock of ABC is 1,000 shares of common stock having a par value of \$1.00 per share.

7. The executed Merger Agreement is on file at the principal office of the Surviving Corporation, the address of which is 1155 Perimeter Center West, Suite 1200, Atlanta, Georgia 30338.

8. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent entities.

IN WITNESS WHEREOF, ARG has caused this Certificate of Merger to be executed in its name by its duly authorized officers as of the 11th day of May, 2006.

ARBY'S RESTAURANT GROUP, INC.

By: 

Nils H. Okeson, General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:26 PM 05/16/2006
FILED 05:27 PM 05/16/2006
SRV 060465200 - 3803478 FILE

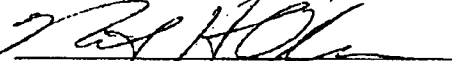
CERTIFICATE OF MERGER
OF
ARBY'S FRANCHISE TRUST
WITH AND INTO
ARBY'S RESTAURANT GROUP, INC.

It is hereby certified that:

1. The name and jurisdiction of formation or organization of the constituent entities that are to merge are:
 - (i) Arby's Franchise Trust, a Delaware statutory trust ("AFT"); and
 - (ii) Arby's Restaurant Group, Inc., a Delaware corporation ("ARG").
2. AFT shall be merged with and into ARG, and ARG will be the surviving corporation.
3. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with the provisions of Section 3815 of the Delaware Business Trust Act.
4. The name of the surviving corporation shall be Arby's Restaurant Group, Inc. (the "Surviving Corporation").
5. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended or otherwise modified pursuant to the provisions of the General Corporation Law of the State of Delaware.
6. The executed Merger Agreement is on file at the principal office of the Surviving Corporation, the address of which is 1155 Perimeter Center West, Suite 1200, Atlanta, Georgia 30338.
7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or beneficial owner, as the case may be, of any of the constituent entities.

IN WITNESS WHEREOF, ARG has caused this Certificate of Merger to be executed in its name by its duly authorized officer as of the 16th day of May 2006.

ARBY'S RESTAURANT GROUP, INC.

By: 
Nils H. Okeson, General Counsel

CERTIFICATE OF MERGER
OF
ARBY'S, INC.
WITH AND INTO
ARBY'S RESTAURANT GROUP, INC.

It is hereby certified that:

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

(i) Arby's, Inc., a Delaware corporation ("Arby's"); and

(ii) Arby's Restaurant Group, Inc., a Delaware corporation ("ARG").

2. Arby's shall be merged with and into ARG, and ARG will be the surviving corporation.

3. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the constituent entities in accordance with the provisions of Section 251 of the Delaware General Corporation Law.

4. The name of the surviving corporation shall be Arby's Restaurant Group, Inc. (the "Surviving Corporation").

5. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended or otherwise modified pursuant to the provisions of the General Corporation Law of the State of Delaware.

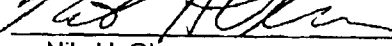
6. The executed Merger Agreement is on file at the principal office of the Surviving Corporation, the address of which is 1155 Perimeter Center West, Suite 1200, Atlanta, Georgia 30338.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent entities.

8. The merger herein certified shall be effective on December 31, 2006.

IN WITNESS WHEREOF, ARG has caused this Certificate of Merger to be executed in its name by its duly authorized officer as of the 21st day of December 2006.

ARBY'S RESTAURANT GROUP, INC.

By: 
Nils H. Okeson,
General Counsel & Asst. Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:30 PM 12/22/2006
FILED 04:30 PM 12/22/2006
SRV 061182174 - 3803478 FILE