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**Jan 17 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 827213 (0)

1. Corporation Name
HARDEE'S FOOD SYSTEMS, INC.



Principal Place of Business 1233 NORTH CHURCH STREET P. O. BOX 1619 ROCKY MOUNT NC 27802-1619	Mailing Address 1233 NORTH CHURCH STREET P. O. BOX 1619 ROCKY MOUNT NC 27802-1619
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3. Date Incorporated or Qualified 12/22/1971	3a. Date of Last Report 01/30/1996
4. FEI Number 56-0732584	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25.	30.

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City

85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	S CONDON, BREEN O. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CONDON, BREEN O.	1.2 NAME	
STREET ADDRESS	3541 MANSFIELD DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	ROCKY MOUNT NC	1.4 CITY-ST-ZIP	
TITLE	TD STRICKLAND, NANCY S. <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STRICKLAND, NANCY S.	2.2 NAME	
STREET ADDRESS	104 CLAREMONT CT	2.3 STREET ADDRESS	
CITY-ST-ZIP	ROCKY MOUNT NC	2.4 CITY-ST-ZIP	
TITLE	C AUTRY, ROBERT F. <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AUTRY, ROBERT F.	3.2 NAME	
STREET ADDRESS	103 WINDCHASE DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ROCKY MOUNT NC	3.4 CITY-ST-ZIP	
TITLE	V MCGINNIS, GERALD L. <input checked="" type="checkbox"/> DELETE	4.1 TITLE	President/CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCGINNIS, GERALD L.	4.2 NAME	H. Steve McManus
STREET ADDRESS	803 BEECHTREE DRIVE	4.3 STREET ADDRESS	1601 Rivera Drive
CITY-ST-ZIP	NASHVILLE NC	4.4 CITY-ST-ZIP	Rocky Mount, NC 27803
TITLE	V SPEED, JAMES H. JR. <input type="checkbox"/> DELETE	5.1 TITLE	SVP/Controller <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPEED, JAMES H. JR.	5.2 NAME	
STREET ADDRESS	12813 SHALLOWFORD DR.	5.3 STREET ADDRESS	
CITY-ST-ZIP	RALEIGH NC	5.4 CITY-ST-ZIP	
TITLE	VD HALL, RICHARD L. <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HALL, RICHARD L.	6.2 NAME	
STREET ADDRESS	125 STEEPLECHASE RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	ROCKY MOUNT NC	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *James H. Speed, Jr.* James H. Speed, Jr. 1/7/97 (919) 450-8738

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)