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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 827213
 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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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 12/22/1971	Applied For
4. FEI Number 56-0732584	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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MURPHY, RORY J	
STREET ADDRESS	1233 HARDEES BLVD	
CITY-ST-ZIP	ROCKY MOUNT NC 27804-2815	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	KANE, MLISS J	
STREET ADDRESS	1200 HARPER BLVD	
CITY-ST-ZIP	ANAHEIM CA 92803	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	THOMPSON, C T	
STREET ADDRESS	1200 HARPER BLVD	
CITY-ST-ZIP	ANAHEIM CA 92803	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	LEWISTON, TOM	
STREET ADDRESS	1233 HARDEES BLVD	
CITY-ST-ZIP	ROCKY MOUNT NC 27804-2815	
TITLE	SVPC	<input type="checkbox"/> DELETE
NAME	SPEED, JAMES H. JR.	
STREET ADDRESS	12613 SHALLOWFORD DR.	
CITY-ST-ZIP	RALEIGH NC	
TITLE	SVPT	<input type="checkbox"/> DELETE
NAME	SPEED, JAMES H JR	
STREET ADDRESS	1233 HARDEES BLVD	
CITY-ST-ZIP	ROCKY MOUNT NC 27804-2815	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	SEC <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	E. MICHAEL MURPHY
2.3 STREET ADDRESS	1233 HARDEE'S BLVD.
2.4 CITY-ST-ZIP	ROCKY MOUNT, NC 27
3.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	William P. FOLEY II
3.3 STREET ADDRESS	401 W. CARL KARCHER WAY
3.4 CITY-ST-ZIP	Anaheim, CA 92803
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE: James H. Speed, Jr. Date: 2/12/99

CR2E034 (1/98)