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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 380538 4716061
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 1000.00

EFFECTIVE DATE

10/2/06

06 SEP 19 PM 4:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 11, 2006
ORDER TIME : 1:17 PM
ORDER NO. : 380538-075
CUSTOMER NO: 4716061

FOREIGN FILINGS

NAME: WHATABURGER FRANCHISE LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

EFFECTIVE DATE

10/2/06

06 SEP 19 PM 4:59
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Whataburger Franchise LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

N/A

(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Texas

(State or Country of Formation)

3. September 13, 2006

(Date of Formation)

4. Corporation Service Company

(Name of Registered Agent for Service of Process)

5. 1201 Hays Street

(Florida street address for Registered Agent)

Tallahassee, FL 32301

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Doreen F. Wallace

Signature of Registered Agent

Doreen F. Wallace
as its agent

7. One Whataburger Way Corpus Christi, TX 78411-2981

(Principal office address)

8. If limited partnership is a limited liability limited partnership, check box ☐

9. _____
(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

Whataburger Management LLC

(Name)

MO6000004995

(Name)

(Name)

(Name)

One Whataburger Way

(Street Address)

Corpus Christi, TX 78411

(Mailing Address)

(Street Address)

(Mailing Address)

(Street Address)

(Mailing Address)

(Street Address)

(Mailing Address)

_____ (Name)	_____ (Street Address)
	_____ (Mailing Address)
_____ (Name)	_____ (Street Address)
	_____ (Mailing Address)

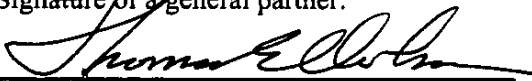
11. Effective date, if other than the date of filing: October 2, 2006

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 8th day of September, 2006

Signature of a general partner:



Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Whataburger Franchise LP (filing number: 800707044), a Domestic Limited Partnership (LP), was filed in this office on September 13, 2006.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 18, 2006.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State