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Amendment

Filed 9-25-73

7 pgs.

A-93606 (x)

BURGER KING CORPORATION

Amend amending ART III
filed 9/?25/73

FILED IN OFFICE OF DEPARTMENT
OF STATE. STATE OF FLORIDA.

by _________, on ____________________

RICHARD (DICK) STONE
SECRETARY OF STATE

corp—1

RAYMOND J. DITTRICH
VICE PRESIDENT AND GENERAL COUNSEL

August 21, 1973

Office of the Secretary of State
Corporations Division
Capitol Building
Tallahassee, Florida

Attention: Mrs. Phyllis Thomas

Dear Mrs. Thomas:

AUG 23 7 - 65800 ****10.00
AUG 23 6 - 65700 ****15.00

As you instructed on the telephone some time ago I am enclosing two fully executed Certificates of Amendment to Certificate of Incorporation of Burger King Corporation for filing.

Also enclosed is Burger King Corporation check in the amount of $25.00 to cover the filing fee and cost of a Certified copy of the Amendment.

Thank you very much for your help.

FILED
SEP 3 1973
SECRETARY OF STATE
FLORIDA

Very truly yours,

BURGER KING CORPORATION

Jean H. Willis

(Mrs) Jean H. Willis, Secretary to
Raymond J. Dittrich

Encs.

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	10
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	
BALANCE	
REFUND	

BURGER KING CORPORATION 7360 NORTH KENDALL DRIVE, MIAMI, FLORIDA 33156/TELEPHONE (305) 274-7011

RICHARD (DICK) STONE
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

August 29, 1973

904/488-3140
(TWX) 810/931-3677
Please refer to this number for future correspondence regarding this corporation

Mrs. Jean H. Willis
Burger King Corporation
7360 North Kendall Drive
Miami, Florida 33156

FILED
SEP -7-73 ***500.00

Subject: BURGER KING CORPORATION

Returned X , Pending ______. Check acknowledged $25 .

1. ____ NAME IS NOT AVAILABLE.

2. ____ Our records show no corporation by this name. Please advise if a refund is desired.

3. X BALANCE DUE: $500. attached

4. ____ The president or vice-president must sign and their signature must be notarized.

5. ____ The secretary or assistant-secretary must sign the amendment.

6. ____ The corporate seal must be affixed.

7. ____ Notary public's acknowledgement is incomplete.

8. ____ The amendment must contain a statement of approval of the stockholders and directors.

9. ____ The amendment must clearly state that all persons signing do constitute ALL the stockholders and directors.

10. ____ The effective date cannot be prior to the date filed in this office unless it clearly states "for accounting purposes only".

11. ____ Our records reflect the correct spelling of the corporate name to be as follows. Please correct wherever this name appears.

12. ____ The attached corporation report(s) must be completed and returned before filing can be accomplished.

13. ____ The copy must be legible for microfilm purposes.

14. ____ The below listed corporation was dissolved on said date. Reinstatement must be accomplished before filing can be completed.

Balance Due:

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By David S. Jones
David S. Jones, Chief
Bureau of Corporation Records

PRIVILEGE TAX	
C. TAX	500
FILING	
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	500
BALANCE DUE	

DSJ:pmd

Corp. 40

JW/5/14/73

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
BURGER KING CORPORATION

FILED
SEP 25 3 12 PM '73

THIS CERTIFICATE OF BURGER KING CORPORATION UPON THE AMENDMENT OF ITS CERTIFICATE OF INCORPORATION, AS AMENDED, MADE UNDER THE STATUTES OF THE STATE OF FLORIDA IN THAT BEHALF:

BURGER KING CORPORATION, a corporation organized and existing under the laws of the State of Florida, by virtue of its Certificate of Incorporation, as amended, in conformity with the provisions of the Revised Statutes of Florida, hereby certifies, as follows:

FIRST: That at a meeting of the Board of Directors of BURGER KING CORPORATION (hereinafter called the "Company"), held on the 6th day of April, 1973, at 7360 North Kendall Drive, Miami, Florida, which meeting was duly called and held and at which meeting all of the Directors of the Company were present, a resolution was unanimously adopted setting forth an amendment proposing to change the capital stock structure by changing the authorized capital stock from One Million (1,000,000) shares of Common Stock and Five Hundred Thousand (500,000) shares of Class B Common Stock, both classes having a par value of One Dollar ($1.00) per share, to Three Million (3,000,000) shares of Common Stock having a par value of One Dollar ($1.00) per share.

SECOND: That in accordance with the above described resolution of the Board of Directors, a special meeting of the stockholder of the Company was duly and legally held on the 6th day of April, 1973, in accordance with the Statutes of the State of Florida and the By-laws of the Company, for the purpose of obtaining the vote of the stockholders of the Company for and against the proposed amendment to the Certificate of Incorporation.

THIRD: That at said meeting of stockholders of said Company, held as aforesaid, the following resolution was submitted to the stockholders for their action:

> RESOLVED: that Article III of the Certificate of Incorporation of the corporation, as amended by that Certificate of Amendment thereto filed January 14, 1965, with the office of the Secretary of State of the State of Florida be, and the same is, hereby changed, amended and modified to read:
>
> > "The amount of capital stock authorized shall be Three Million (3,000,000) shares of Common Stock having a par value of One Dollar ($1.00) per share, all of which stock when issued to be fully paid and non-assessable, fully participating as to equity and liquidation rights and having equal voting rights."

FOURTH: That the stockholders of record holding all of the stock of the Company affirmatively voted at such stockholders' meeting in favor of such amendment represented by said resolution.

IN WITNESS WHEREOF, the said BURGER KING CORPORATION has made, under its corporate seal and the hand of its President, Arthur A.

Rosewall, and the hand of its Secretary, Raymond J. Dittrich, the foregoing Certificate, and the President and Secretary have hereunto respectively set their hands and caused the corporate seal of the said corporation to be hereunto affixed, this 21st day of May, A.D. 1973.

Arthur A. Rosewall, as President
of Burger King Corporation

Raymond J. Dittrich, as Secretary
of Burger King Corporation

(Corporate Seal)

STATE OF FLORIDA) ss.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me personally appeared ARTHUR A. ROSEWALL and RAYMOND J. DITTRICH, respectively as President and Secretary of BURGER KING CORPORATION, a corporation under the laws of the State of Florida, to me known to be the persons who signed the foregoing certificate as such officers, and severally acknowledged the execution thereof to be their free act and deed as such officers of the said company for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 20st day of August, 1973, A.D.

Joan N. Willis
NOTARY PUBLIC, State of Florida at Large

My Commission expires:
1-7-74