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Merger
Filed 6-30-71

14pgs.

A 93606 (p)

BURGER KING CORPORATION

Agreement of Merger merging
BURGER KING OF DELAWARE, INC.,
a Delaware corp., BURGER KING OF
ILLINOIS, INC., an Illinois corp.
BURGER KING PROPERTIES OF IOWA,
INC., an Iowa corp., BURGER
KING, INC., a Louisiana corp.,
and BURGER KING, INC., a New
Jersey corp., none qual. in
~~Florida, into and under the name~~
of BURGER KING CORPORATION, a
Fla. corp., the survivor

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.
by ps, on June 30, 1971

RICHARD (DICK) STONE
SECRETARY OF STATE

BURGER KING CORPORATION EXECUTIVE OFFICES 7360 NORTH KENDALL DRIVE / TELEPHONE (305) 274-7011 / TWX 610-648-8692

June 30, 1971

AIR MAIL

Secretary of State
Department of State
The Capitol
Tallahassee, Florida 32304

Attention: Mr. Murray McLaughlin, Chief,
Bureau of Corporation Records

Re: BURGER KING CORPORATION

Dear Mr. McLaughlin:

Attached are four originals of the Agreement and Plan of Merger which was submitted to your office for preclearance in March, 1971.

Enclosed is our check for \$25.00 to cover the filing fee and Certification of the three extra copies enclosed.

If anything further is needed, or if you have any questions please call me at (305) 274-7250.

Yours truly,

BURGER KING CORPORATION

Maurice L. Strong, Jr.
Assistant General Counsel

MSt:jw
Enclosures (5)

3

TAX	10.00
FILING	15.00
CERTIFICATE	
EXTRA COPIES	
TOTAL	25.00
PAID	
RECEIVED	

RECEIVED
JUN 30 5 13 PM '71
TALLAHASSEE, FLORIDA

JUL -65 7 - 06800 ****15.00
JUL -65 7 - 06700 ****10.00

FILED
JUN 30 3 23 PM '71
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/30/71
7/1/71
mrd

AGREEMENT AND PLAN OF MERGER

This agreement, made this 16th day of June 1971, by and between BURGER KING CORPORATION (FLORIDA), a Florida corporation, and BURGER KING OF DELAWARE, INC., (DELAWARE), a Delaware corporation; BURGER KING OF ILLINOIS, INC., (ILLINOIS), an Illinois corporation; BURGER KING PROPERTIES OF IOWA, INC., (IOWA), an Iowa corporation; BURGER KING, INC., (LOUISIANA), a Louisiana corporation; and BURGER KING, INC., (NEW JERSEY), a New Jersey corporation. All of the above corporations, including FLORIDA, shall sometimes be referred to as "CONSTITUENT CORPORATIONS."

FLORIDA is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 2, 1956, as South Florida Restaurant, Inc., with its name subsequently being changed to Florida Restaurants, Inc. on June 27, 1956, by amendment to its corporate charter, and its name being further changed to BURGER KING CORPORATION on May 31, 1963, by amendment to its corporate charter.

DELAWARE is a corporation organized and existing under the laws of the State of Delaware, having been incorporated on January 26, 1961, with an amendment to its charter filed on July 29, 1964.

ILLINOIS is a corporation organized and existing under the laws of the State of Illinois, having been incorporated on November 18, 1968.

IOWA is a corporation organized and existing under the laws of the State of Iowa, having been incorporated on August 3, 1966, as B-K Properties of Iowa, Inc., with this name subsequently being changed to BURGER KING PROPERTIES OF IOWA, INC. by amendment to its charter on October 4, 1966, with a further amendment to its charter filed on August 27, 1968.

LOUISIANA is a corporation organized and existing under the laws of the State of Louisiana, having been incorporated on November 26, 1963, with an amendment to its charter filed on May 13, 1969.

NEW JERSEY is a corporation organized and existing under the laws of the State of New Jersey, having been incorporated on October 21, 1966.

The authorized and outstanding capital stock of each of the CONSTITUENT CORPORATIONS is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Par Value</u>	<u>Shares Authorized</u>	<u>Shares Outstanding</u>
FLORIDA	Class "A"			
	Common	\$1.00	1,000,000	260,934
FLORIDA	Class "B"			
	Common	1.00	500,000	500,000
DELAWARE	Common	None	1,000	600
ILLINOIS	Common	1.00	1,000	1,000
IOWA	Common	1.00	1,000	1,000
LOUISIANA	Common	1.00	1,000	1,000
NEW JERSEY	Common	1.00	2,000	1,000

The Boards of Directors of the "CONSTITUENT CORPORATIONS" deem it desirable and in the best interests of the corporations and their stockholders that DELAWARE, ILLINOIS, IOWA, LOUISIANA and NEW JERSEY be merged into FLORIDA.

NOW, THEREFORE, in consideration of the premises, mutual covenants and other provisions and agreements contained herein, it is hereby agreed by and between the parties, and in accordance with the corporation laws of the States of Delaware, Illinois, Iowa, Louisiana and New Jersey, all of which permit the merger of a domestic corporation into a foreign corporation, and Florida, which permits the merger of foreign corporations into a domestic corporation, that DELAWARE, ILLINOIS, IOWA, LOUISIANA and NEW JERSEY be and the same are hereby merged into FLORIDA, which is one of the "CONSTITUENT CORPORATIONS" and FLORIDA shall be the SURVIVING CORPORATION, and the undersigned do hereby agree and prescribe that the laws which shall govern FLORIDA shall be the laws of the State of Florida.

The parties further agree to the following terms and conditions of said merger and the mode of carrying the same into effect:

ARTICLE I

Name

The name of the SURVIVING CORPORATION is and shall be "BURGER KING CORPORATION" (hereinafter sometimes referred to as SURVIVING CORPORATION).

ARTICLE II

Certificate of Incorporation, By-Laws, Directors and Officers

The Certificate of Incorporation of FLORIDA, as heretofore amended and as in effect on the effective date of the merger provided for in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the SURVIVING CORPORATION. The By-Laws of FLORIDA in effect on the effective date of the merger shall be the By-Laws of the SURVIVING CORPORATION. The Directors and Officers of FLORIDA on the effective date of the merger shall be the Directors and Officers of the SURVIVING CORPORATION.

ARTICLE III

Exchange of Stock

The manner of converting the capital stock of DELAWARE, ILLINOIS, IOWA, LOUISIANA and NEW JERSEY into capital stock of the SURVIVING CORPORATION, FLORIDA, shall be as follows:

1. FLORIDA: None of the shares of the one (\$1.00) dollar par value, Class "A" and Class "B" common stock of FLORIDA issued and outstanding at the effective date of this agreement shall be converted as a result of this merger, but all such shares shall remain outstanding and issued shares of common stock of the SURVIVING CORPORATION.

2. DELAWARE, ILLINOIS, IOWA, LOUISIANA and NEW JERSEY: As all the issued and outstanding stock of DELAWARE, ILLINOIS, IOWA, LOUISIANA and NEW JERSEY is wholly owned by FLORIDA, no stock of the SURVIVING CORPORATION shall be issued in exchange for such shares, and such shares shall be cancelled.

ARTICLE IV

Effect of the Merger

Upon consummation of the act of merger as provided for herein, DELAWARE, ILLINOIS, IOWA, LOUISIANA and NEW JERSEY shall cease to exist separately and shall be merged with and into FLORIDA, as of July 1, 1971.

The SURVIVING CORPORATION shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the CONSTITUENT CORPORATIONS, and all property, real, personal and mixed and all debts due to each of the CONSTITUENT CORPORATIONS on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to each CONSTITUENT CORPORATION, shall be vested in the SURVIVING CORPORATION and all property, rights, privileges, immunities, powers and franchises and all and every other interest of each CONSTITUENT CORPORATION shall hereafter be as effectually the property of the SURVIVING CORPORATION as they were of the several and respective CONSTITUENT CORPORATIONS. The title to any and all real estate vested by deed or otherwise in any of the said CONSTITUENT CORPORATIONS shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any and all of said CONSTITUENT CORPORATIONS shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and the respective CONSTITUENT CORPORATIONS may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations, and duties of each CONSTITUENT CORPORATION shall forthwith attach to the SURVIVING CORPORATION and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the SURVIVING CORPORATION, it being expressly provided that merger of the CONSTITUENT CORPORATIONS shall not in any manner impair the rights of any creditor or creditors of any of said CONSTITUENT CORPORATIONS.

If, at any time, the SURVIVING CORPORATION shall deem or be advised that any assignments, transfers, deeds or other assurances in law are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the SURVIVING CORPORATION the title to any property or rights of the CONSTITUENT CORPORATIONS, the proper officers and directors of such CONSTITUENT CORPORATIONS shall execute such documents and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the SURVIVING CORPORATION and the officers and directors of the SURVIVING CORPORATION are hereby fully authorized in the name of the CONSTITUENT CORPORATIONS or otherwise to take any and all such action.

ARTICLE V

Expenses of Merger

The SURVIVING CORPORATION shall pay all expenses of merger.

ARTICLE VI

Service of Process, etc.

The SURVIVING CORPORATION may be served with process in the States of Delaware, Illinois, Iowa, Louisiana and New Jersey, respectively, in any proceeding for the enforcement of any obligation of any corporation organized under the laws of such state which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of such state against the SURVIVING CORPORATION.

The Secretary of State of the States of Delaware, Illinois, Iowa, Louisiana and New Jersey, respectively, shall be and hereby is irrevocably appointed as the agent of the SURVIVING CORPORATION to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is BURGER KING CORPORATION, P.O. BOX 338, KENDALL BRANCH, 7360 NORTH KENDALL DRIVE, MIAMI, FLORIDA 33156.

The SURVIVING CORPORATION will promptly pay to the dissenting shareholders of any corporation organized under the laws of the States of Delaware, Illinois, Iowa, Louisiana and New Jersey which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the "Corporation Acts" of the respective states with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the CONSTITUENT CORPORATIONS, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors, have caused these presents to be executed as required by the corporate laws of their respective states of incorporation.

BURGER KING CORPORATION, a Florida corporation

By Arthur A. Rosewall
ARTHUR A. ROSEWALL,
President

Majority of Directors:

James W. McLamore
James W. McLamore

ATTEST:

Maurice L. Strong, Jr.
MAURICE L. STRONG, JR.
Secretary

Arthur A. Rosewall
ARTHUR A. ROSEWALL

Thomas H. Wakefield
Thomas H. Wakefield

(Corporate Seal)

Paul S. Gerot
Paul S. Gerot

Terrance Hanold
Terrance Hanold

Harvey C. Fruehauf, Jr.
Harvey C. Fruehauf, Jr.

BURGER KING OF DELAWARE, INC., a Delaware corporation

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, Pres.

All Directors:

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

James W. McLamore
JAMES W. McLAMORE, Director

ATTEST:

Maurice L. Strong, Jr.
MAURICE L. STRONG, JR.
Secretary

S. M. PIOTROWSKI
S. M. PIOTROWSKI, Director

(Corporate Seal)

BURGER KING OF ILLINOIS, INC., an Illinois corporation

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, Pres.

All Directors:

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

James W. McLamore
JAMES W. McLAMORE, Director

ATTEST:

Maurice L. Strong, Jr.
MAURICE L. STRONG, JR.
Secretary

S. M. PIOTROWSKI
S. M. PIOTROWSKI, Director

(Corporate Seal)

BURGER KING PROPERTIES OF IOWA, INC., an Iowa corporation

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, Pres.

All Directors:

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

James W. McLamore
JAMES W. McLAMORE, Director

ATTEST:

Maurice L. Strong, Jr.
MAURICE L. STRONG, JR.
Secretary

S. M. PIOTROWSKI
S. M. PIOTROWSKI, Director

(Corporate Seal)

BURGER KING, INC., a Louisiana corporation

By Arthur A. Rosewall All Directors:
ARTHUR A. ROSEWALL, Pres.

ATTEST:

Maurice L. Strong, Jr.
MAURICE L. STRONG, JR.
Secretary
(Corporate Seal)

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

James W. McLamore
JAMES W. McLAMORE, Director

S. M. Piotrowski
S. M. PIOTROWSKI, Director

BURGER KING, INC., a New Jersey corporation

By Arthur A. Rosewall All Directors:
ARTHUR A. ROSEWALL, Pres.

ATTEST:

Maurice L. Strong, Jr.
MAURICE L. STRONG, JR.
Secretary
(Corporate Seal)

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

James W. McLamore
JAMES W. McLAMORE, Director

S. M. Piotrowski
S. M. PIOTROWSKI, Director

FLORIDA CERTIFICATION

I, Maurice L. Strong, Jr., Secretary of BURGER KING CORPORATION, a Florida corporation, do hereby certify that the attached Agreement of Merger is a true and exact copy of the Agreement of Merger which was unanimously approved and adopted at a duly called special meeting of the Board of Directors of said corporation held on the 19th day of April, 1971, at which meeting all of the Directors were present and voting throughout.

I FURTHER CERTIFY that at a duly called Special Stockholders meeting of BURGER KING CORPORATION, a Florida corporation, held on the 19th day of April, 1971, the attached Agreement of Merger was approved by the duly authorized representatives of the sole stockholder of said corporation, who were present and voting throughout, and that all of the outstanding shares of the corporation were voted in favor of approval of the said Agreement of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed, this 16th day of June, 1971.

BURGER KING CORPORATION, a
Florida corporation

(Corporate Seal)

By Maurice L. Strong, Jr.
Secretary

DELAWARE CERTIFICATION

I, Maurice L. Strong, Jr. Secretary
of BURGER KING OF DELAWARE, INC., a Delaware corporation, do
hereby certify that the attached Agreement of Merger is a true
and exact copy of the Agreement of Merger which was unanimously
approved and adopted at a duly called special meeting of the
Board of Directors of said corporation held on the 19th day of
April, 1971, at which meeting all of the Directors were
present and voting throughout.

I FURTHER CERTIFY that at a duly called Special Stock-
holders meeting of BURGER KING OF DELAWARE, INC., a Delaware
corporation, held on the 19th day of April, 1971, the
attached Agreement of Merger was approved by the duly authorized
representatives of the sole stockholder of said corporation, who
were present and voting throughout, and that all of the outstanding
shares of the corporation were voted in favor of approval of the
said Agreement of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set
his hand and caused the seal of said corporation to be hereunto
affixed, this 16th day of June, 1971.

BURGER KING OF DELAWARE, INC.,
Delaware corporation

(Corporate Seal)

By Maurice L. Strong, Jr.
Secretary

LOUISIANA CERTIFICATION

I, Maurice L. Strong, Jr. Secretary
of BURGER KING, INC., a Louisiana corporation, do hereby certify
that the attached Agreement of Merger is a true and exact copy
of the Agreement of Merger which was unanimously approved and
adopted at a duly called special meeting of the Board of Direc-
tors of said corporation held on the 19th day of April,
1971, at which meeting all of the Directors were present and
voting throughout.

I FURTHER CERTIFY that at a duly called Special Stock-
holders meeting of BURGER KING, INC., a Louisiana corporation,
held on the 19th day of April, 1971, the attached
Agreement of Merger was approved by the duly authorized repre-
sentatives of the sole stockholder of said corporation, who
were present and voting throughout, and that all of the out-
standing shares of the corporation were voted in favor of ap-
proval of the said Agreement of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set
his hand and caused the seal of said corporation to be hereunto
affixed, this 16th day of June, 1971.

BURGER KING, INC., a Louisiana corporation

(Corporate Seal)

By Maurice L. Strong, Jr.
Secretary

This AGREEMENT AND PLAN OF MERGER was submitted to the stockholders of each of the CONSTITUENT CORPORATIONS as provided by law, and all of the outstanding shares of the capital stock of each of said CONSTITUENT CORPORATIONS were voted in favor of approval and adoption of this AGREEMENT AND PLAN OF MERGER.

Name Of Corporation And Class	Total No. Of Shares Outstanding	Total No. Of Shares Entitled To Vote	Total Shares Voted For	Total Shares Voted Against
Florida				
Class "A" Common	260,934	260,934	260,934	-0-
Class "B" Common	500,000	500,000	500,000	-0-
Delaware-Common	600	600	600	-0-
Illinois-Common	1,000	1,000	1,000	-0-
Iowa-Common	1,000	1,000	1,000	-0-
Louisiana-Common	1,000	1,000	1,000	-0-
New Jersey-Common	1,000	1,000	1,000	-0-

Having been executed and adopted separately by each CONSTITUENT CORPORATION, in accordance with the corporation laws of the States of Florida, Delaware, Illinois, Iowa, Louisiana and New Jersey, respectively, the President (or Vice-President) and the Secretary (or Assistant Secretary) of each CONSTITUENT CORPORATION do now hereby execute and attest this AGREEMENT AND PLAN OF MERGER under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each CONSTITUENT CORPORATION, on this 16th day of June, 1971.

BURGER KING CORPORATION, a
Florida corporation

(Corporate Seal)

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, President

ATTEST:

Maurice L. Strong, Jr.
Secretary

STATE OF FLORIDA)
) SS
County of Dade)

BEFORE ME, personally appeared Arthur A. Rosewall and Maurice L. Strong, Jr., to me well known, and known to me to be the individuals described in and who executed the foregoing AGREEMENT AND PLAN OF MERGER, as President and Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation.

WITNESS my hand and official seal, this 16th day of

June, 1971.

My Commission Expires:

Jan. 7, 1974

Jean H. Willis
Notary
Public

BURGER KING OF DELAWARE, INC.,
a Delaware corporation

(Corporate Seal)

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, President

ATTEST:

Maurice L. Strong, Jr.
Secretary

STATE OF FLORIDA)

) SS

County of Dade)

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and MAURICE L. STRONG, JR., to me well known, and known to me to be the individuals described in and who executed the foregoing AGREEMENT AND PLAN OF MERGER, as President and Secretary of BURGER KING OF DELAWARE, INC., a Delaware corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation, and the facts stated therein are true.

WITNESS my hand and official seal, this 16th day of

June, 1971.

My Commission Expires:

Jan. 7, 1974

Jean H. Willis
Notary
Public

BURGER KING OF ILLINOIS, INC.
an Illinois corporation

(Corporate Seal)

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, President

ATTEST:

Maurice L. Strong, Jr.
Secretary

STATE OF FLORIDA)

) SS

County of Dade)

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and MAURICE L. STRONG, JR., to me well known, and known to me to be the individuals described in and who executed the foregoing AGREEMENT AND PLAN OF MERGER, as President and Secretary of BURGER KING OF ILLINOIS, INC., an Illinois corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular

corporate authority, and that said Agreement is the free act and deed of said corporation.

WITNESS my hand and official seal, this 16th day of June, 1971.

My Commission Expires:

Jan. 7, 1974

Jean H. Willis
Notary
Public

(Corporate Seal)

BURGER KING PROPERTIES OF IOWA, INC.,
an Iowa corporation

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, President

ATTEST: Maurice L. Strong, Jr.
Secretary

STATE OF FLORIDA)

) SS

County of Dade)

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and MAURICE L. STRONG, JR., to me well known, and known to me to be the individuals described in and who executed the foregoing AGREEMENT AND PLAN OF MERGER, as President and Secretary of BURGER KING PROPERTIES OF IOWA, INC., an Iowa corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation.

WITNESS my hand and official seal, this 16th day of June, 1971.

My Commission Expires:

Jan. 7, 1974

Jean H. Willis
Notary
Public

(Corporate Seal)

BURGER KING, INC., a Louisiana corporation

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, President

ATTEST: Maurice L. Strong, Jr.
Secretary

STATE OF FLORIDA)

) SS

County of Dade)

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and MAURICE L. STRONG, JR., to me well known, and known to me to be the individuals described in and who executed the foregoing AGREEMENT AND PLAN OF MERGER, as President and Secretary of BURGER KING, INC., a Louisiana corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation.

WITNESS my hand and official seal, this 16th day of June, 1971.

My Commission Expires:

Jan. 7, 1974

Jean H. Willis
Notary
Public

BURGER KING, INC., a
New Jersey Corporation

(Corporate Seal)

By Arthur A. Rosewall
ARTHUR A. ROSEWALL, President

ATTEST:

Maurice L. Strong, Jr.
Secretary

STATE OF FLORIDA)
County of Dade) SS

BEFORE ME, personally appeared ARTHUR A. ROSEWALL and MAURICE L. STRONG, JR. to me well known, and known to me to be the individuals described in and who executed the foregoing AGREEMENT AND PLAN OF MERGER, as President and Secretary of BURGER KING, INC., a New Jersey corporation, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said corporation and that it was affixed to said Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation

WITNESS my hand and official seal, this 16th day of

June, 1971.

My Commission Expires:

Jan 7, 1974

John A. Wells
Notary
Public