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Merger
Filed 4-18-85

8pgs.

MERGER - A FORIEGN CORPORATION NOT QUALIFIED
IN FLORIDA, INTO A FOREIGN CORPORATION

RICHMOND KING, INC., a Virginia corporation not qualified in Florida

-----merging into-------

BURGER KING CORPORATION

Surviving Charter Number: 193606

Filing Date: April 18, 1985

193606

C T CORPORATION SYSTEM

April 12, 1985

[illegible]
[illegible]
[illegible]
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: BURGER KING CORPORATION (FLORIDA DOMESTIC)
Merging: RICHMOND KING, INC. (VIRGINIA DOMESTIC) N.A.V. 9th
NOV
AK

COUNSEL: Elliott C. Tunis, Sr., Div. Csl.
Law Department
Burger King Corporation
P. O. Box 520783-General Mail Facility
Miami, Florida 33152

Gentlemen:

Pursuant to the instructions of counsel named above we now enclose original executed and one copy of Articles of Merger, on behalf of the referenced merger transaction.

We also enclose our check in the amount of $45.00 in payment of your fees, as well as for one certified copy of the Articles of Merger.

Please file the enclosed Articles of Merger as soon as possible, returning the usual evidence, together with one certified copy, to the undersigned.

If for any reason filing cannot be effected, please advise this office by collect telephone call.

We thank you for your kind assistance on this matter.

Very truly yours,

C T CORPORATION SYSTEM

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Peter F. Souza
Service Representative

PFS:smh
Encls.

Name Availability 4/16/85
Document Examiner
Updater
Updater Verifyer
Acknowledgement
W. P. Verifyer

FILED

1985 APR 18 AM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BURGER KING CORPORATION
AND
RICHMOND KING, INC.

1. Richmond King, Inc. ("Richmond King"), a Virginia corporation, shall merge with and into Burger King Corporation ("Burger King"), a Florida corporation. Burger King will be the surviving corporation. The Plan of Merger is attached hereto as Appendix A and made a part hereof.

2. As to Richmond King, the Plan of Merger was approved by its Board of Directors, by unanimous consent in writing dated March 21, 1985 pursuant to Section 13.1-41.1 of the Virgina Stock Corporation Act, and the Board directed that the Plan of Merger be submitted to the Corporation's sole stockholder for approval. The Plan of Merger was adopted by Richmond King's sole stockholder, Burger King, by consent in writing dated March 21, 1985 in accordance with the provisions of Section 13.1-28 of the Virginia Stock Corporation Act.

3. As to Burger King, the Plan of Merger was approved by its Board of Directors at a meeting on March 25, 1985 without approval by Burger King's stockholders in accordance with Section 607.227 of the Florida Corporation Act.

4. Richmond King had outstanding 210 shares of common stock, par value $100 per share, the only class of stock outstanding and the only class of stock entitled to vote on the merger. Burger King owned 100% of that common stock, and 210 shares were voted for the Plan of Merger and no shares were voted against it.

5. The Plan of Merger is permitted by the laws of the State of Virginia under which Richmond King is organized, and all the conditions required by Virginia state law in order to accomplish the Plan of Merger have been satisfied.

March 25, 1985

RICHMOND KING, INC.

By [signature]
Its Vice President

And By [signature]
Its Assistant Secretary

BURGER KING CORPORATION

By [signature]
Its Vice President

And By [signature]
Its Assistant Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25th day of March, 1985 by William T. de Laet as Vice President of RICHMOND KING, INC. on behalf of the corporation.

Notary Public

(SEAL)

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25th day of March, 1985 by William T. de Laet as Vice President of BURGER KING CORPORATION, a Florida corporation, on behalf of the corporation.

Notary Public

(SEAL)

My Commission Expires:

PLAN OF MERGER
OF
BURGER KING CORPORATION
AND
RICHMOND KING, INC.

1. The Parties. Richmond King, Inc. ("Richmond King"), a Virginia corporation, shall merge with and into Burger King Corporation ("Burger King"), a Florida corporation. Burger King shall be the Surviving Corporation. The merger shall become effective at the time that a Certificate of Merger shall be issued by the State Corporation Commission of Virginia (the "Effective Date").

2. Articles of Incorporation; Bylaws. On the Effective Date, the Articles of Incorporation of the Surviving Corporation shall remain the same as prior to the Merger. The Bylaws of the Surviving Corporation in effect on the Effective Date shall be the Bylaws of the Surviving Corporation until altered, amended, or repealed in accordance with applicable law.

3. Manner of Converting Shares. The manner and basis of converting the outstanding shares of Richmond King into shares of the Surviving Corporation are as follows:

(a) Burger King is the sole stockholder of Richmond King.

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3. All of the issued and outstanding shares of all classes of stock of Richmond King shall be cancelled as of the Effective Date of the Merger.

4. Board of Directors and Officers. The directors and officers of Burger King on the Effective Date of the Merger shall constitute the directors and officers of the Surviving Corporation for the term elected until their respective successors shall be elected or appointed or qualified.

5. Effect of Merger. On the Effective Date, the Merger shall have the effect stated in § 13.1-74 of the Code of Virginia.

6. Termination and Abandonment. The Plan of Merger may be abandoned at any time in accordance with § 13.1-70 of the Code of Virginia if the Board of Directors of Burger King and Richmond King so decide.