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Merger
Filed 9-15-71

24pgs.

A-93606 - R

BURGER KING CORPORATION

Agreement of Merger
merging 19 foreign corps.
none qual in Fla., into
and under the above corp.,
under the Laws of the
State of Fla.,

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by jm, on 9-15-71

RICHARD (DICK) STONE
SECRETARY OF STATE

corp-1

SHUTTS & BOWEN
ATTORNEYS AND COUNSELLORS AT LAW
TENTH FLOOR FIRST NATIONAL BANK BUILDING
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-3621
CABLE ADDRESS "SHUTTSBO"

HARRY N. BOUREAU
THOMAS H. ANDERSON
WILLIAM P. SIMMONS, JR.
RICHARD M. WHITE
WILLARD R. BROWN
JOHN S. CHOWNING
PRESTON L. PREVATT
SENECA B. ANDERSON
JAMES F. DURHAM, II
THOMAS L. WOLFE
THOMAS C. BRITTON
CHRISTOPHER C. LARIMORE
ROBERT E. GUNN
JOHN B. WHITE
ANTONIO MARTINEZ, JR.
RICHARD M. LESLIE
PHILLIP G. NEWCOMM
KARL V. HART
ROBERT C. SOMMERVILLE
STEPHEN L. PERRONE
BOWMAN BROWN
ROBERT A. JARVIS, JR.
EDWARD J. WALDRON
WILLIAM J. KENDRICK
JOHN P. McNUTT
B. MACKAY BROWN
HENRY H. FOX

FRANK B. SHUTTS (1870-1947)
CRATE D. BOWEN (1871-1959)
J. P. SIMMONS (1891-1961)
P. G. PREVATT (1891-1966)

September 14, 1971

R

A93606

Rush

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SEP 16 7 - 55800 ****10.00
SEP 16 9 - 55700 ****15.00

PERSONAL and CONFIDENTIAL

Mrs. Nettie Sims
Corporate Division
Department of State
The Capitol
Tallahassee, Florida 32304

Re: Burger King Corporation Merger

Dear Mrs. Sims:

Enclosed for filing is a merger document merging eighteen subsidiaries of Burger King Corporation into the parent corporation, Burger King Corporation, a Florida corporation. Our firm check for $25.00 is enclosed also to cover filing fee and one certified copy.

Please note that the effective date of the merger is September 15, 1971.

If there are any problems regarding this matter, please call the undersigned collect. Your cooperation in this matter is most appreciated.

Sincerely,

Stephen L. Perrone

PRIVILEGE TAX	
C. TAX	
FILING	15.00
C. COPY	10.00
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	25.00
BALANCE DUE	
REFUND	

SLP:jh
Enclosures

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made this 24th day of June, 1971, by and between:

	Name of Corporation	State of Incorporation
(1)	Burger King Corporation	Florida
(2)	Burger King of Alabama, Inc.	Alabama
(3)	Burger King of Arizona, Inc.	Arizona
(4)	Burger King of Connecticut, Inc.	Connecticut
(5)	B-K Properties of Indiana, Inc.	Indiana
(6)	Burger King of Kentucky, Inc.	Kentucky
(7)	Burger King Restaurants of Maryland, Inc.	Maryland
(8)	Burger King of Massachusetts, Inc.	Massachusetts
(9)	Burger King Properties of Michigan, Inc.	Michigan
(10)	Burger King of Missouri, Inc.	Missouri
(11)	Burger King of Nebraska, Inc.	Nebraska
(12)	Burger King of North Carolina, Inc.	No. Carolina
(13)	Burger King of Ohio, Inc.	Ohio
(14)	Burger King of Oklahoma, Inc.	Oklahoma
(15)	Burger King of Pennsylvania, Inc.	Pennsylvania
(16)	Burger King of South Carolina, Inc.	So. Carolina
(17)	Burger King of Tennessee, Inc.	Tennessee
(18)	Burger King of Texas, Inc.	Texas
(19)	Burger King of Wisconsin, Inc.	Wisconsin

Each of the above corporations shall sometimes be referred to by its respective state of incorporation, (i.e., "FLORIDA", ALABAMA", etc.). All of the above corporations, except FLORIDA, shall sometimes be referred to as "CONSTITUENT CORPORATIONS". FLORIDA shall sometimes be referred to as "SURVIVING CORPORATION".

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

	Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
(1)	FLORIDA	Class "A" Common	$ 1.00	1,000,000	26[illegible],934
(1)	FLORIDA	Class "B" Common	1.00	500,000	500,000
(2)	ALABAMA	Common	100.00	10	10
(3)	ARIZONA	"	1.00	1,000	1,000
(4)	CONNECTICUT	"	1.00	1,000	1,000
(5)	INDIANA	"	1.00	1,000	1,000
(6)	KENTUCKY	"	1.00	2,000	2,000
(7)	MARYLAND	"	1.00	10,000	1,000
(8)	MASSACHUSETTS	"	1.00	1,000	1,000
(9)	MICHIGAN	"	1.00	10,000	1,000
(10)	MISSOURI	"	1.00	1,000	1,000
(11)	NEBRASKA	"	1.00	1,000	1,000
(12)	NO. CAROLINA	"	1.00	1,000	1,000
(13)	OHIO	"	1.00	2,000	2,000
(14)	OKLAHOMA	"	1.00	1,000	1,000
(15)	PENNSYLVANIA	"	1.00	1,000	1,000
(16)	SO. CAROLINA	"	100.00	10	10
(17)	TENNESSEE	"	1.00	1,000	1,000
(18)	TEXAS	"	1.00	100,000	1,000
(19)	WISCONSIN	"	1.00	1,000	1,000

FILED
SEP 15 10 ...
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

All of the outstanding shares of capital stock of the CONSTITUENT CORPORATIONS are owned by FLORIDA, the SURVIVING CORPORATION.

The Boards of Directors of the CONSTITUENT CORPORATION and FLORIDA deem it desirable and in the best interests of the corporations and their stockholders that the CONSTITUENT CORPORATIONS be merged into FLORIDA with FLORIDA being the SURVIVING CORPORATION.

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 respective States of incorporation of the CONSTITUENT CORPORATIONS, 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 the CONSTITUENT CORPORATIONS be and the same are hereby merged into FLORIDA, 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", which corporation shall be governed by the laws of the State of Florida.

ARTICLE II

Certificate of Incorporation, By-Laws, Directors and Officers

The Certificate of Incorporation and By-Laws of FLORIDA in effect at the time the merger becomes effective, shall continue as the Certificate of Incorporation and By-Laws of the SURVIVING CORPORATION. The Directors and Officers of FLORIDA on the effective date of the merger shall continue to be the Directors and Officers of the SURVIVING CORPORATION.

ARTICLE III

Exchange of Stock

The manner of converting the capital stock of the CONSTITUENT CORPORATIONS 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 the merger 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. CONSTITUENT CORPORATIONS: As all of the issued and outstanding shares of capital stock of the CONSTITUENT CORPORATIONS are owned by FLORIDA, no shares of the SURVIVING CORPORATION shall be issued in exchange for such shares and such shares shall be cancelled upon effective date of the merger.

ARTICLE IV

Effective Date

The merger shall become effective as of midnight, September 15, 1971, or, with regard to certain CONSTITUENT CORPORATIONS, as of the effective date as provided under the laws of their respective States of incorporation.

ARTICLE V
Effect of the Merger

Upon the effective date of the merger, the CONSTITUENT CORPORATIONS shall cease to exist separately and shall be merged with and into FLORIDA, with FLORIDA being the SURVIVING CORPORATION.

The SURVIVING CORPORATION shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, whether or not by their terms assignable, 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 VI

Expenses of Merger

The SURVIVING CORPORATION shall pay all expenses of merger.

ARTICLE VII

Service of Process, etc.

The SURVIVING CORPORATION may be served with process in the respective States of incorporation of the CONSTITUENT CORPORATIONS 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 stockholder of any such corporation organized under the laws of such State against the SURVIVING CORPORATION.

The Secretary of State of each of the respective States of incorporation of the CONSTITUENT CORPORATIONS 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 stockholders of any CONSTITUENT CORPORATION which is a party of 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 stockholders.

ARTICLE VIII

Miscellaneous Provisions

General:

A. Directors and Officers. Pursuant to the requirements of the corporation laws of the States of incorporation of certain CONSTITUENT CORPORATIONS, the following individuals who are the present directors and major officers of FLORIDA, the SURVIVING CORPORATION, are set forth:

Directors

Name	Address
James W. McLamore	7360 North Kendall Drive Miami, Florida 33156
Arthur A. Rosewall	7360 North Kendall Drive Miami, Florida 33156
Paul S. Gerot	608 Second Avenue South Minneapolis, Minnesota 55402

Directors

Name	Address
Terrance Hanold	608 Second Avenue South Minneapolis, Minnesota 55402
Harvey C. Fruehauf, Jr.	[illegible]4 Guardian Building Detroit, Michigan 48226
Thomas H. Wakefield	150 S. E. Second Street Miami, Florida 33135

Officers

Name	Office	Address
Arthur A. Rosewall	President	7360 North Kendall Drive Miami, Florida 33156
Maurice L. Strong, Jr.	Secretary	7360 North Kendall Drive Miami, Florida 33156
L. W. Paszat	Treasurer	7360 North Kendall Drive Miami, Florida 33156

B. Principal Office. The location of the principal and registered office of the SURVIVING CORPORATION in the State of Florida, the state of its incorporation, is P.O. Box 338, Kendall Branch, 7360 North Kendall Drive, Miami, Florida 33156.

(7) Maryland:

A. 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 Restaurants, 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. Florida is qualified in the State of Maryland, its date of qualification being May 11, 1971.

B. The principal office of Burger King Restaurants of Maryland, Inc., organized under the laws of the State of Maryland, is located in Baltimore City, State of Maryland.

C. Burger King Restaurants of Maryland, Inc., owns no property in any county within the State of Maryland.

D. The name and post office address of a resident agent of the SURVIVING CORPORATION in Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending at the time of filing these articles of merger or thereafter instituted or filed against it under the provisions of the general corporation law of Maryland until the appointment of a substitute resident agent is duly certified to the State Department of Assessments and Taxation of Maryland is: The Corporation Trust, Incorporated, First National Bank Building, Baltimore 2, Maryland.

(9) Michigan: The registered office of Burger King Properties of Michigan, Inc., a Michigan corporation, is located in Michigan c/o The Corporation Company, Dime Building, Detroit, County of Wayne.

(10) Missouri: The SURVIVING CORPORATION will own property and do business in the State of Missouri.

(15) Pennsylvania:

A. The location and post office address of the registered office of the SURVIVING CORPORATION in the Commonwealth of Pennsylvania is: c/o C T Corporation System, 123 South Broad Street, Philadelphia, Pennsylvania 19109.

B. The location and post office address of the registered office of Burger King of Pennsylvania, Inc. in the Commonwealth of Pennsylvania is: c/o C T Corporation System, 123 South Broad Street, Philadelphia, Pennsylvania 19109.

(16) South Carolina: The registered office of Burger King of South Carolina, Inc. is: c/o Lehman Moseley, Jr., 122 Lawyer's Building, Greenville, South Carolina.

IN WITNESS WHEREOF, the CONSTITUENT CORPORATIONS, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors and Stockholders, have caused these presents to be executed as required by the corporation laws of the respective States of incorporation, and the SURVIVING CORPORATION, pursuant to the approval and authority duly given by resolution adopted by a majority of the voting stock of such corporation, has caused these presents to be executed as required by the corporation laws of the State of Florida.

(1) BURGER KING CORPORATION, a Florida corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr. Secretary

(2) BURGER KING OF ALABAMA, INC., an Alabama corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr. Secretary

(3) BURGER KING OF ARIZONA, INC., an Arizona corporation

All Directors:

Arthur A. Rosewall, Director S. M. Piotrowski, Director

James W. McLamore, Director (Corporate Seal)

(4) BURGER KING OF CONNECTICUT, INC., a Connecticut corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr. Secretary (Corporate Seal)

BURGER KING OF CONNECTICUT SEAL AUG 15, 1966

(5) B-K PROPERTIES OF INDIANA, INC., an Indiana corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong Jr.
Maurice L. Strong, Jr., Secretary

(6) BURGER KING OF KENTUCKY, INC., a Kentucky corporation

All Directors:

Arthur A. Rosewall
Arthur A. Rosewall, Director

S. M. Piotrowski, Director

James W. McLamore, Director (Corporate Seal)

(7) BURGER KING RESTAURANTS OF MARYLAND, INC., a Maryland corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong Jr.
Maurice L. Strong, Jr., Secretary

(8) BURGER KING OF MASSACHUSETTS, INC., a Massachusetts corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong Jr.
Maurice L. Strong, Jr., Clerk

All Directors:

Arthur A. Rosewall
Arthur A. Rosewall, Director

James W. McLamore, Director

S. M. Piotrowski, Director

(9) BURGER KING PROPERTIES OF MICHIGAN, INC., a Michigan corporation

All Directors:

Arthur A. Rosewall
Arthur A. Rosewall, Director

S. M. Piotrowski, Director

James W. McLamore, Director (Corporate Seal)

(10) BURGER KING OF MISSOURI, INC., a Missouri corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong Jr.
Maurice L. Strong, Jr., Secretary

(11) BURGER KING OF NEBRASKA, INC., a Nebraska corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong Jr.
Maurice L. Strong, Jr., Secretary

BURGER KING NEBRASKA, INC. SEAL July 28, 1967

(12) BURGER KING OF NORTH CAROLINA, INC., a No. Carolina corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(13) BURGER KING OF OHIO, INC., an Ohio corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(14) BURGER KING OF OKLAHOMA, INC., an Oklahoma corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(15) BURGER KING OF PENNSYLVANIA, INC., a Florida corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(16) BURGER KING OF SOUTH CAROLINA, INC., a So. Carolina corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(17) BURGER KING OF TENNESSEE, INC., a Tennessee corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(18) BURGER KING OF TEXAS, INC., a Texas corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(19) BURGER KING OF WISCONSIN, INC., a Wisconsin corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President (Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

This Agreement and Plan of Merger was submitted to the stockholders of each of the CONSTITUENT CORPORATIONS and the SURVIVING CORPORATION as provided by law, and all of the outstanding shares of the capital stock of each of said CONSTITUENT CORPORATIONS and the SURVIVING CORPORATION 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
(1) FLORIDA				
Class "A" Common	260,934	260,934	260,934	-0-
Class "B" Common	500,000	500,000	500,000	-0-
(2) ALABAMA-Common	10	10	10	-0-
(3) ARIZONA-Common	1,000	1,000	1,000	-0-
(4) CONNECTICUT Common	1,000	1,000	1,000	-0-
(5) INDIANA-Common	1,000	1,000	1,000	-0-
(6) KENTUCKY-Common	2,000	2,000	2,000	-0-
(7) MARYLAND-Common	1,000	1,000	1,000	-0-
(8) MASSACHUSETTS Common	1,000	1,000	1,000	-0-
(9) MICHIGAN-Common	1,000	1,000	1,000	-0-
(10) MISSOURI-Common	1,000	1,000	1,000	-0-
(11) NEBRASKA-Common	1,000	1,000	1,000	-0-
(12) NO. CAROLINA Common	1,000	1,000	1,000	-0-
(13) OHIO-Common	2,000	2,000	2,000	-0-
(14) OKLAHOMA-Common	1,000	1,000	1,000	-0-
(15) PENNSYLVANIA Common	1,000	1,000	1,000	-0-
(16) SO. CAROLINA Common	10	10	10	-0-
(17) TENNESSEE Common	1,000	1,000	1,000	-0-
(18) TEXAS-Common	1,000	1,000	1,000	-0-
(19) WISCONSIN-Common	1,000	1,000	1,000	-0-

Having been executed and adopted separately by each CONSTITUENT CORPORATION and the SURVIVING CORPORATION, in accordance with the corportion laws of their respective states, the President (or Vice-President) and the Secretary (or Assistant Secretary) of each CONSTITUENT CORPORATION and the SURVIVING 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 and the SURVIVING CORPORATION, on this 13th day of SEPTEMBER, 1971.

(1) FLORIDA:

I, MAURICE L. STRONG, JR., Secretary of BURGER KING CORPORATION, a Florida corporation, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, was duly submitted to the sole Stockholder of said corporation at a special meeting of said sole Stockholder held on the 24th day of JUNE, 1971, for the purpose of considering and taking action upon said Agreement and Plan of Merger, and that the attached Agreement and Plan 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 and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 13th day of September, 1971.

(Corporate Seal)

Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary of BURGER KING CORPORATION, a Florida corporation

BURGER KING CORPORATION, a Florida corporation

By Arthur A. Rosewall (Corporate Seal)
Arthur A. Rosewall, President

Attest Maurice L. Strong, Jr.
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 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, that said Agreement is the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 13th day of September, 1971.

My Commission Expires:
NOTARY PUBLIC, STATE of FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 23, 1974
BONDED THRU FRED W. DIESTELHORST

Polly A. Naehl
Polly A. Naehl Notary Public

(2) ALABAMA:

I, Maurice L. Strong, Jr., Secretary of BURGER KING OF ALABAMA, INC., a corporation organized and existing under the laws of the State of Alabama, hereby certify, as such Secretary and under the seal of the corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly approved by a majority of the directors thereof, was submitted to the stockholders of said BURGER KING OF ALABAMA, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, after notice given as required by Section 50 of the Alabama Business Corporation Act on the 24th day of June, 1971, for the purpose of considering and taking action upon the proposed Agreement and Plan of Merger, that ten (10) shares of stock of said corporation are issued and outstanding; that more than two-thirds of the total number of shares oustanding were represented at said meeting; that the holder of ten (10) shares voted by ballot in favor of the approval, and the holders of no (0) shares voted by ballot against the approval of the proposed Agreement and Plan of Merger, the said affirmative vote representing at least two-thirds of the outstanding stock of said corporation, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of said BURGER KING OF ALABAMA, INC.

WITNESS my hand and seal of said BURGER KING OF ALABAMA, INC. on this 13th day of SEPTEMBER, 1971.

(Corporate Seal)

Maurice L. Strong, Jr., Secretary of BURGER KING OF ALABAMA, INC.

BURGER KING OF ALABAMA, INC., an Alabama corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President

(Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

I, POLLY A. HAEHL, a Notary Public in and for said State and County do hereby certify that Arthur A. Rosewall and Maurice L. Strong, Jr. whose names as President and Secretary of BURGER KING OF ALABAMA, INC., an Alabama corporation, are signed to the foregoing instrument and who are known to me, have acknowledged before me this day that being informed of the contents of said instrument, they as such officers and with full authority executed the same voluntarily, for and as the act of said corporation.

Given under my hand and notarial seal this 13th day of September, 1971.

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES ... 29, 1974
BONDED THRU FRED W. DIESTELHORST

Polly A. Haehl
POLLY A. HAEHL Notary Public

(3) ARIZONA:

I, Maurice L. Strong, Jr., Secretary of BURGER KING OF ARIZONA, INC., a corporation of the State of Arizona DO HEREBY CERTIFY, as such Secretary and under the seal of said corporation, in accordance with the provisions of the Arizona Revised Statutes, as amended, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of BURGER KING OF ARIZONA, INC., by a majority of the directors thereof, and having been signed by the proper officers of BURGER KING CORPORATION, a Florida corporation, as required by the laws of the State of Florida, was submitted to the sole stockholder of BURGER KING OF ARIZONA, INC., at a meeting thereof called separately from any meeting of the stockholders of said BURGER KING CORPORATION, a Florida corporation, for the purpose of taking the same into consideration, BURGER KING CORPORATION, being the sole stockholder of BURGER KING OF

ARIZONA, INC., on the 24th day of June, 1971, that at the date of said meeting, one thousand (1,000) shares of stock of said corporation were issued and outstanding; that at said meeting BURGER KING CORPORATION, a Florida corporation, being the sole stockholder of BURGER KING OF ARIZONA, INC., by its duly authorized representatives voted one thousand (1,000) shares in favor of approving said agreement, and the holders of no (0) shares voted in person or by proxy, against the approval of said agreement, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of BURGER KING OF ARIZONA, INC. and the duly adopted agreement and act of the said corporation.

IN WITNESS WHEREOF, I have hereunto signed by name and affixed the seal of BURGER KING OF ARIZONA, INC., this 13th day of September, 1971.

(Corporate Seal)

Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary
of BURGER KING OF ARIZONA, INC.

BURGER KING OF ARIZONA, INC., an Arizona corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President

(Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

On this 13th day of September, 1971, before me, the undersigned, a Notary Public duly commissioned, personally appeared Arthur A. Rosewall and Maurice L. Strong, Jr. who acknowledged themselves to be the President and Secretary respectively of BURGER KING OF ARIZONA, INC, an Arizona corporation and that they as such officiers, being authorized so to do, executed the foregoing instrument by signing their names thereto for and on behalf of such corporation for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(NOTARIAL SEAL)

Polly A. Waehl
POLLY A. WAEHL, Notary Public

My Commission Expires: MY CO... NOTARY PUBLIC, STATE of FLORIDA at LARGE ...ION EXPIRES OCT. 28, 1974 BONDED THRU FRED W. DIESTELHORST

(4) CONNECTICUT:

The undersigned President and Secretary of BURGER KING OF CONNECTICUT, INC., a Connecticut corporation, have signed this certificate and affirm the truth of the statements contained therein under penalty of perjury.

BURGER KING OF CONNECTICUT, INC., a Connecticut corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President

(Corporate Seal)

BURGER KING OF CONNECTICUT, INC. SEAL Aug 25 1966

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

(5) INDIANA:

B-K PROPERTIES OF INDIANA, INC., an Indiana corporation

By [signature]
Arthur A. Rosewall, President

(Corporate Seal)

Attest [signature]
Maurice L. Strong, Jr., Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that Arthur A. Rosewall, the President, and Maurice L. Strong, Jr., the Secretary of B-K PROPERTIES OF INDIANA, INC., the officers executing the foregoing Agreement and Plan of Merger, personally appeared before me; acknowledged the execution thereof for an in behalf of such corporation; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 13th day of September, 1971.

My Commission Expires:
MY COMMISSION EXPIRES OCT. 28, 1974

[signature]
Polly A. Haehl
Notary Public

(6) KENTUCKY:

The undersigned officers of BURGER KING OF KENTUCKY, INC., a Kentucky corporation, hereby certify as such officers under the corporate seal thereof, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed by all the directors of BURGER KING OF KENTUCKY, INC., a Kentucky corporation, and by the proper officers of BURGER KING CORPORATION, a Florida corporation, as required under the laws of the State of Florida, was duly submitted to the stockholders of BURGER KING OF KENTUCKY, INC., at a special meeting of stockholders thereof, called separately and for the purpose of taking the Agreement and Plan of Merger into consideration and held pursuant to the provisions of the corporation laws of the State of Kentucky; and that, at such meeting, the votes of the stockholders representing all of the total number of shares of the outstanding capital stock (of each class) of BURGER KING OF KENTUCKY, INC. were cast for the adoption of the Agreement and Plan of Merger.

WITNESS our hands and seals, and the seal of BURGER KING OF KENTUCKY, INC., this 13th day of September, 1971.

(Corporate Seal)

BURGER KING OF KENTUCKY, INC.

By [signature]
Arthur A. Rosewall, President

[signature]
Maurice L. Strong, Jr., Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

On this 13th day of September, 1971, before me appeared Arthur A. Rosewall and Maurice L. Strong, Jr., to me person--

ally known, who, being by me duly severally sworn, did depose and say that he, the said Arthur A. Rosewall, is the President, and he, the said Maurice L. Strong, Jr., is the Secretary of BURGER KING OF KENTUCKY, INC., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Arthur A. Rosewall and Maurice L. Strong, Jr., severally duly acknowledge said instrument to be the free act and deed of said corporation and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year aforesaid.

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 28, 1974

Polly A. Hoehl
POLLY A. HOEHL Notary Public

(7) MARYLAND:

BURGER KING RESTAURANTS OF MARYLAND, INC., a Maryland corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President

(Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

The undersigned, President of BURGER KING RESTAURANT OF MARYLAND, INC., who executed on behalf of said corporation the foregoing Agreement and Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Agreement and Plan of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matter and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Arthur A. Rosewall
Arthur A. Rosewall, President

(8) MASSACHUSETTS:

BURGER KING OF MASSACHUSETTS, INC., a Massachusetts corporation

By Arthur A. Rosewall
Arthur A. Rosewall, President

(Corporate Seal)

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Clerk

The undersigned President and Clerk of BURGER KING OF MASSACHUSETTS, INC., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the Agreement and Plan of Merger to which this certificate is attached has been duly executed on behalf of such corporation and duly approved in the manner required by the laws of the State of Massachusetts and in compliance with all pertinent requirements of the Articles of Organization of such corporation at a meeting of stockholders of such corporation held on the 24th day of June, 1971, and the 15th day of September, 1971.

BURGER KING OF MASSACHUSETTS, INC.,
a Massachusetts corporation

By ___________________________
Arthur A. Rosewall, President

____
Maurice L. Strong, Jr., Clerk

(9) MICHIGAN:

The undersigned officers of BURGER KING PROPERTIES OF MICHIGAN, INC., a Michigan corporation, hereby certify as such officers under the corporate seal thereof that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed by at least a majority of the directors of BURGER KING PROPERTIES OF MICHIGAN, INC., a Michigan corporation, and by the proper officers of BURGER KING CORPORATION, a Florida corporation, as required under the laws of the State of Florida, was duly submitted to the shareholders of BURGER KING PROPERTIES OF MICHIGAN, INC. at a special meeting of shareholders thereof called separately and for the purpose of taking the Agreement and Plan of Merger into consideration and held pursuant to the provisions of the Michigan General Corporation Act; and that, at such meeting, the votes of the shareholders representing at least two-thirds of the total number of shares of the outstanding capital stock (of each class) of BURGER KING PROPERTIES OF MICHIGAN, INC. were cast for the adoption of the Agreement and Plan of Merger.

WITNESS our hands and seals and the seal of BURGER KING PROPERTIES OF MICHIGAN, INC., this 13th day of September, 1971.

(Corporate Seal)

____
Arthur A. Rosewall, President of
BURGER KING PROPERTIES OF
MICHIGAN, INC.

____
Maurice L. Strong, Jr., Secretary
of BURGER KING PROPERTIES OF
MICHIGAN, INC.

STATE OF FLORIDA)
COUNTY OF DADE) SS

On this 13th day of September, 1971, before me appeared Arthur A. Rosewall and Maurice L. Strong, Jr., to me personally known, who, being by me duly severally sworn, did depose and say that he, the said Arthur A. Rosewall, is the President and he, the said Maurice L. Strong, Jr. is the Secretary of BURGER KING PROPERTIES OF MICHIGAN, INC., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Arthur A. Rosewall and Maurice L. Strong, Jr. severally duly acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the day and year aforesaid.

(NO"ARIAL SEAL) Polly A. Haehl
Polly A. Haehl Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 28, 1974
BONDED THRU FRED W. DIESTELHORST

(10) MISSOURI:

BURGER KING OF MISSOURI, INC., a Missouri corporation

By Arthur A. Rosewall (Corporate Seal)
Arthur A. Rosewall, President

Attest Maurice L. Strong, Jr.
Maurice L. Strong, Jr., Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

I, Polly A. Haehl, a Notary Public, do hereby certify that on this 13th day of September, 1971, personally appeared before me Arthur A. Rosewall, who, being by me first duly sworn declared that he is the President of BURGER KING OF MISSOURI, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

My Commission Expires: Polly A. Haehl
NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 28, 1974
BONDED THRU FRED W. DIESTELHORST
Polly A. Haehl Notary Public

(11) NEBRASKA:

BURGER KING OF NEBRASKA, INC., a Nebraska corporation

By Arthur A. Rosewall (Corporate Seal)
Arthur A. Rosewall, President

BURGER KING OF NEBRASKA, INC.
SEAL
July 28, 1961

Attest Maurice L. Strong, Jr.
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 OF NEBRASKA, INC., a Nebraska 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 ture.

WITNESS my hand and official seal, this 13th day of September, 1971.

My Commission Expires: Polly A. Haehl
NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 28, 1974
BONDED THRU FRED W. DIESTELHORST
Polly A. Haehl Notary Public

(12) NORTH CAROLINA:

BURGER KING OF NORTH CAROLINA, INC., a No. Carolina corporation

By ______________________
Arthur A. Rosewall, President

(Corporate Seal)

Attest: ______________________
Maurice L. Strong, Jr., Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

I, ______________________, a Notary Public, do hereby certify that on this 13th day of September, 1971 personally appeared before me, Arthur A. Rosewall and Maurice L. Strong, Jr., who, being by me first duly sworn, declare that they were President and Secretary, respectively of BURGER KING OF NORTH CAROLINA, INC., and that they signed the foregoing document as President and Secretary respectively of such corporation, and that the statement and facts contained therein are true and correct.

My Commission Expires: ______________________ Notary Public

(13) OHIO:

CERTIFICATE OF PRESIDENT AND SECRETARY
OF
BURGER KING OF OHIO, INC., AN OHIO CORPORATION
SHOWING APPROVAL AND ADOPTION OF
AGREEMENT OF MERGER

Arthur A. Rosewall, President and Maurice L. Strong, Jr., Secretary of BURGER KING OF OHIO, INC., a corporation organized and existing under the Laws of the State of Ohio do hereby certify as such officers of the said corporation that the Agreement and Plan of Merger to which this certificate is attached was duly approved by the board of directors of the said corporation on the 24th day of June, 1971, at a meeting duly held on such date by the affirmative vote of the majority of the directors of said corporation pursuant to its Articles of Incorporation and in accordance with the laws of the State of Ohio, and subsequently approved by the unanimous vote of the sole holder of all the outstanding stock of BURGER KING OF OHIO, INC., BURGER KING CORPORATION, a Florida corporation. The shares of the said corporation owned by BURGER KING CORPORATION, a Florida corporation, the surviving parent corporation constituted 100% of each class of the outstanding shares of the said corporation. The manner of approval of the Agreement and Plan of Merger and action by the directors and stockholders constituted the adoption of the Agreement and Plan of Merger by the corporation pursuant to and in conformity with the laws of Ohio and is thereby the duly adopted agreement and act of BURGER KING OF OHIO, INC., the said corporation

IN WITNESS WHEREOF, Arthur A. Rosewall, President and Maurice L. Strong, Jr., Secretary have hereunto subscribed their names.

____
Arthur A. Rosewall, President

(Corporate Seal)

Maurice L. Strong, Jr., Secretary

CERTIFICATE OF MERGER
OF
BURGER KING OF OHIO, INC., AN OHIO CORPORATION
INTO
BURGER KING CORPORATION, A FLORIDA CORP.

The Agreement and Plan of Merger to which this certificate is attached having been duly adopted in accordance with the laws of the State of Florida and with the laws of the State of Ohio as set forth in the attached certificates of the President and Secretary of BURGER KING OF OHIO, INC., the officers do therefore sign the Certificate of Merger pursuant to Section 1701.81 of the Revised Code of Ohio.

Arthur A. Rosewall, President of
BURGER KING OF OHIO, INC.

(Corporate Seal)

Maurice L. Strong, Jr., Secretary
of BURGER KING OF OHIO, INC.

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on the 13th day of September, 1971, before me, a notary public of the State of Florida, in and for the County of Dade, personally appeared Arthur A. Rosewall, President of BURGER KING OF OHIO, INC., a corporation organized and existing under the laws of the State of Ohio, and in the name and on behalf of the said corporation acknowledged the foregoing Agreement and Plan of Merger to be the corporate act of the said corporation; and at the same time personally appeared Maurice L. Strong, Jr., and made oath in due form of law that he is the Secretary of such corporation, and that the said Agreement and Plan of Merger were duly advised, authorized, and approved by the said corporation in the manner and by the vote required by the charter of the said corporation and the laws of the State of Ohio.

WITNESS my hand and notarial seal, the day and year last above written.

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY C[illegible] 1974
[illegible]

Polly M. Naehl Notary Public

(14) OKLAHOMA:

BURGER KING OF OKLAHOMA, INC., an Oklahoma Corporation

By Arthur A. Rosewall, President

(Corporate Seal)

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 OF OKLAHOMA, INC., an Oklahoma 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 13th day of September, 1971.

My Commission Expires: 1974

Polly A. Naehl
Polly A. Naehl Notary Public

CERTIFICATE OF DIRECTORS' APPROVAL
PURSUANT TO §1.165(b) and (c) OF OKLAHOMA
"BUSINESS CORPORATION ACT"

I, Maurice L. Strong, Jr., Secretary of BURGER KING OF OKLAHOMA, INC., an Oklahoma corporation, do hereby certify that the attached Agreement and Plan of Merger is a true and exact copy of the Agreement and Plan of Merger which was presented to and unanimously approved and adopted at a duly called special meeting of the Board of Directors of said corporation held on the 24th day of June, 1971, and September 15, 1971, at which meeting all of the Directors were present and voting throughout.

(Corporate Seal)

Maurice L. Strong, Jr., Secretary

CERTIFICATE OF SHAREHOLDER APPROVAL
PURSUANT TO §1.166 (a) and (b)
OF THE OKLAHOMA "BUSINESS CORPORATION ACT"

I, Muarice L. Strong, Jr., Secretary of BURGER KING OF OKLAHOMA, INC., an Oklahoma corporation, do hereby certify that at a duly called Special Stockholders meeting of such corporation, held on the 24th day of June, 1971, and September 15, 1971, the attached Agreement and Plan of Merger was presented and 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 and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed, this 13th day of September, 1971.

(Corporate Seal)

Maurice L. Strong, Jr., Secretary

(15) PENNSYLVANIA:

The Agreement and Plan of Merger was adopted by the unanimous written consent of the sole stockholder of BURGER KING OF PENNSYLVANIA, INC. and deposited with the Secretary of the corporation BURGER KING OF PENNSYLVANIA, INC., a Pennsylvania corporation.

By [signature]
Arthur A. Rosewall, President (Corporate Seal)

Attest [signature]
Maurice L. Strong, Jr., Secretary

(16) SOUTH CAROLINA:

BURGER KING OF SOUTH CAROLINA, INC., a So. Carolina corporation

By [signature]
Arthur A. Rosewall, President (Corporate Seal)

Attest [signature]
Maurice L. Strong, Jr., Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS

The undersigned Arthur A. Rosewall and Maurice L. Strong, Jr. do hereby certify that they are the duly elected and acting President and Secretary, respectively, of BURGER KING OF SOUTH CAROLINA, INC., and are authorized to execute this verification; that each of the undersigned for himself does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Miami, Florida, this 13th day of September, 1971.

[signature]
Arthur A. Rosewall, President

[signature]
Maurice L. Strong, Jr., Secretary

(17) TENNESSEE:

BURGER KING OF TENNESSEE, INC., a Tennessee corporation

By [signature]
Arthur A. Rosewall, President (Corporate Seal)

Attest [signature]
Maurice L. Strong, Jr., Secretary

(18) TEXAS:

BURGER KING OF TEXAS, INC., a Texas corporation

By [signature]
Arthur A. Rosewall, President (Corporate Seal)

Attest [signature], Secretary
Maurice L. Strong, Jr.

STATE OF FLORIDA)
COUNTY OF DADE) SS

I, Polly A Haehl, a notary public, do hereby certify that on this 13th day of September, 1971, personally appeared before me Arthur A. Rosewall, who, being by me first duly sworn, declared that he is the President of BURGER KING OF TEXAS, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Notarial Seal

[signature] Notary Public
Polly A. Haehl

My Commission Expires: ... 28, 1974

(19) WISCONSIN:

BURGER KING OF WISCONSIN, INC., a Wisconsin corporation

By [signature] (Corporate Seal)
Arthur A. Rosewall, President

Attest [signature], Secretary
Maurice L. Strong, Jr.

STATE OF FLORIDA)
COUNTY OF DADE) SS

I, Polly A Haehl, a notary public, do hereby certify that on this 13th day of September, 1971, personally appeared before me, Arthur A. Rosewall and Maurice L. Strong, Jr., who, being by me first duly sworn, declared that they were President and Secretary, respectively of BURGER KING OF WISCONSIN, INC., and that they signed the foregoing document as President and Secre ary respectively of such corporation, and that the statements contained therein are true.

My Commission Expires: ... 1974

[signature] Notary Public
Polly A Haehl