

193606

30002561512--9

Merger

Filed 2-9-87

24 pgs.

DIRECT DIAL (305)

FEDERAL EXPRESS

REC-111
1987 FEB -9 PM 12:33
U.S. DEPARTMENT OF STATE
27 MAR 1987

1936006

Enclosed please find Burger King Corporation check number 249104, dated January 29, 1987, in the amount of \$120.00 to cover the cost of filing the Articles and Plan of Merger and obtaining one (1) certified copy of the same.

As stated in the Articles, the above-captioned subsidiary corporations are wholly-owned subsidiaries of Burger King Corporation and are to be merged into Burger King Corporation, with Burger King Corporation being the surviving corporation.

Very truly yours,

Board3:501

4. Locality
5. Applicant
6. Date of Birth
7. Date of Issue
8. Date of Expiry
9. Date of Renewal
10. Date of Cancellation
11. Date of Revocation
12. Date of Suspension
13. Date of Reinstatement
14. Date of Termination
15. Date of Completion
16. Date of Finalization
17. Date of Archiving
18. Date of Retrieval
19. Date of Destruction
20. Date of Reproduction
21. Date of Distribution
22. Date of Circulation
23. Date of Access
24. Date of Use
25. Date of Publication
26. Date of Release
27. Date of Distribution
28. Date of Circulation
29. Date of Access
30. Date of Use
31. Date of Publication
32. Date of Release
33. Date of Distribution
34. Date of Circulation
35. Date of Access
36. Date of Use
37. Date of Publication
38. Date of Release
39. Date of Distribution
40. Date of Circulation
41. Date of Access
42. Date of Use
43. Date of Publication
44. Date of Release
45. Date of Distribution
46. Date of Circulation
47. Date of Access
48. Date of Use
49. Date of Publication
50. Date of Release
51. Date of Distribution
52. Date of Circulation
53. Date of Access
54. Date of Use
55. Date of Publication
56. Date of Release
57. Date of Distribution
58. Date of Circulation
59. Date of Access
60. Date of Use
61. Date of Publication
62. Date of Release
63. Date of Distribution
64. Date of Circulation
65. Date of Access
66. Date of Use
67. Date of Publication
68. Date of Release
69. Date of Distribution
70. Date of Circulation
71. Date of Access
72. Date of Use
73. Date of Publication
74. Date of Release
75. Date of Distribution
76. Date of Circulation
77. Date of Access
78. Date of Use
79. Date of Publication
80. Date of Release
81. Date of Distribution
82. Date of Circulation
83. Date of Access
84. Date of Use
85. Date of Publication
86. Date of Release
87. Date of Distribution
88. Date of Circulation
89. Date of Access
90. Date of Use
91. Date of Publication
92. Date of Release
93. Date of Distribution
94. Date of Circulation
95. Date of Access
96. Date of Use
97. Date of Publication
98. Date of Release
99. Date of Distribution
100. Date of Circulation

114204
c.

C. TOTAL
TAX 105
R. COUNT FEE
TOTAL 15
TIN 130
N. GA.
BALANCE
REFUND

193606

MERGER

(ALL FLORIDA PROFIT CORPORATIONS)

NORTH KENDALL PROPERTIES, INC., a Florida corporation,
Charter Number: 339721

NEW KENDALL PROPERTIES INC., a Florida corporation,
Charter Number: 347272

PATRECE PROPERTIES INC., a Florida corporation,
Charter Number: 352297

NORTHEAST KENDALL PROPERTIES INC., a Florida corporation,
Charter Number: 358672

NORTHWEST KENDALL PROPERTIES INC., a Florida corporation,
Charter Number: 358671

and

FIFTH KENDALL REALTY CORPORATION, a Florida corporation,
Charter Number: 387131

----merged into----

BURGER KING CORPORATION, a Florida corporation

Surviving Charter Number: 193606

Document Examiner: Brenda L. Tadlock

File Date: 2/9/87

ARTICLES AND PLAN OF MERGER

These Articles and Plan of Merger are made this 9th day of February, 1987, by and between BURGER KING CORPORATION, a Florida corporation, (the "SURVIVING CORPORATION"), and NORTH KENDALL PROPERTIES, INC., a Florida corporation; NEW KENDALL PROPERTIES, INC., a Florida corporation; PATRECE PROPERTIES, INC., a Florida corporation; NORTHEAST KENDALL PROPERTIES, INC., a Florida corporation; NORTHWEST KENDALL PROPERTIES, INC., a Florida corporation; and FIFTH KENDALL REALTY CORPORATION, a Florida corporation; (the "SUBSIDIARY CORPORATIONS").

The Boards of Directors of BURGER KING CORPORATION and the Subsidiary Corporations deem it desirable and in the best interests of the corporations and their stockholders that the Subsidiary Corporations be merged into BURGER KING CORPORATION with BURGER KING CORPORATION 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 State of Florida (Chapter 607, Florida General Corporation Act) that the Subsidiary Corporations be and the same are hereby merged into BURGER KING CORPORATION, the Surviving Corporation.

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 the Surviving Corporation in effect at the time the merger becomes effective shall continue as the Certificate of Incorporation and By-Laws of the Surviving Corporations. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue to be the Directors and Officers of the Surviving Corporation. No

amendments or changes will be effected in the Certificate of Incorporation of BURGER KING CORPORATION.

ARTICLE III

Exchange of Stock

The authorized and outstanding capital stock of the Subsidiary Corporations is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Par Value</u>	<u>Shares Authorized</u>	<u>Shares Outstanding</u>
North Kendall Properties, Inc.	Common	\$1.00	10,000	10,000
New Kendall Properties, Inc.	Common	\$1.00	10,000	10,000
Patrece Properties, Inc.	Common	\$1.00	10,000	10,000
Northeast Kendall Properties, Inc.	Common	\$1.00	10,000	10,000
Northwest Kendall Properties, Inc.	Common	\$1.00	10,000	10,000
Fifth Kendall Realty Corporation	Common	\$1.00	10,000	10,000

All of the outstanding shares of capital stock of the Subsidiary Corporations are owned by the Surviving Corporation. The outstanding shares of capital stock owned by NORTH KENDALL PROPERTIES, INC., NEW KENDALL PROPERTIES, INC., PATRECE PROPERTIES, INC., NORTHEAST KENDALL PROPERTIES, INC. and NORTHWEST KENDALL PROPERTIES, INC. are owned by the Surviving Corporation through process of merger, whereby all assets of Burger King Properties, Inc. passed to Burger King Corporation, effective May 31, 1972.

The manner and basis of converting the capital stock of the Subsidiary Corporations into capital stock of the Surviving Corporation, shall be as follows:

1. Surviving Corporation: None of the shares of the One Dollar (\$1.00) par value Common Stock of the Surviving

Corporation 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. Subsidiary Corporations: As all of the issued and outstanding shares of capital stock of the Subsidiary Corporations are owned by the Surviving Corporation, no shares of the Surviving Corporation shall be issued in exchange for such shares and such shares shall be cancelled upon the effective date of the merger.

ARTICLE IV

Effective Date

The merger shall become effective as of the date of filing with the Secretary of State of the State of Florida.

ARTICLE V

Effect of the Merger

Upon the effective date of the merger, the Subsidiary Corporations shall cease to exist separately and shall be merged with and into 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 public and private nature, and be subject to all the restrictions, disabilities and duties of the Subsidiary Corporations, and all property, real, personal and mixed and all debts due to the Subsidiary Corporations, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the Subsidiary Corporations, shall be vested in the Surviving Corporation and all property, rights, privileges, immunities, powers and franchises and all and every other interest of the Subsidiary Corporations shall hereafter be as effectually the property of the Surviving Corporation as they were of the several and respective Subsidiary Corporations. The title to any and all real estate vested by deed or otherwise in the Subsidiary 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 said Subsidiary 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 Subsidiary Corporations may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations and duties of the Subsidiary Corporations 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 Corporations, it being expressly provided that the merger of the Subsidiary Corporations shall not, in any manner, impair the rights of any creditor or creditors of said Subsidiary Corporations.

If, at any time, the Surviving Corporation shall deem or be advised that any assignment, transfer, deed or other assurance in law is necessary or desirable to vest, perfect or confirm, in the Surviving Corporation, of record or otherwise, the title to any property or rights of the Subsidiary Corporations, the proper officers and directors of such Subsidiary 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 Subsidiary 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 State of Florida 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 the State of Florida against the Surviving Corporation.

The Secretary of State of the State of Florida 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: ROBERT H. SORENSEN, General Counsel, BURGER KING CORPORATION, 7360 North Kendall Drive, Miami, Florida 33156.

ARTICLE VIII

Rights of Dissenting Stockholders

In accordance with Chapter 607.247 of the Florida General Corporation Act, a copy of these Articles and Plan

2
0
5
7
4
0
2
1
3

of Merger shall be presented to the stockholder of the Subsidiary Corporations, and such stockholder may, within fifteen (15) days of such presentation, make written demand on the Surviving Corporation for payment of the fair value of such stockholder's shares, and the Surviving Corporation will promptly pay such amounts, if any, to which they shall be entitled under the provisions of said Chapter 607.247.

ARTICLE IX

Miscellaneous Provisions

A. These Articles may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Articles.

B. The present directors and major officers of the Surviving Corporation, are as follows:

BOARD OF DIRECTORS

J. Jeffrey Campbell (Chairman)
James W. McLamore, (Chairman Emeritus)
Roger L. Headrick
Herbert D. Ihle
John M. Stafford

OFFICERS

J. Jeffrey Campbell	Chairman of the Board & Chief Executive Officer
Alan B. Fabricant	President, Distron
Charles S. Olcott	President, Burger King Corporation - U.S.A.
Charles R. Petty	President, Burger King Corporation - International
Peter J. Campisi	Executive Vice President, Chief Financial Officer
William J. Gill	Executive Vice President, Research & Development
Thry B. Rolland	Executive Vice President, Division Manager
Allen G. Shih	Executive Vice President, Division Manager
Richard J. Trutz	Executive Vice President, Marketing
James R. Britt	Senior Vice President, Architecture & Engineering
Donald G. Manson	Senior Vice President, Strategic Development, Distron
Harold J. Patrick	Senior Vice President, Operations, Distron
Wayne A. Saunders	Senior Vice President, Human Resources
Richard T. Sneed	Senior Vice President, Development
Robert H. Sorensen	Senior Vice President, General Counsel and Secretary
Roger Stephen Sperling	Senior Vice President, Operations Support Group, Distron
Joel J. Weiss	Senior Vice President, Public Affairs and Strategic Analysis

C. 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 7360

North Kendall Drive, P.O. Box 520783, General Mail Facility,
Miami, FL 33152.

IN WITNESS WHEREOF, the Surviving Corporation, pursuant
to the approval and authority duly given by resolution
adopted by unanimous vote of the Executive Committee of the
Board of Directors of such corporation on January 23, 1987,
has caused these presents to be executed as required by the
corporation laws of the State of Florida.

BURGER KING CORPORATION

By: Robert H. Sorensen
Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola
Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

(Corporate Seal)

NORTH KENDALL PROPERTIES,
INC

By: Robert H. Sorensen
Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola
Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

(Corporate Seal)

NEW KENDALL PROPERTIES, INC.

By: Robert H. Sorensen
Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola
Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

(Corporate Seal)

PATRECE PROPERTIES, INC.

By: Robert H. Sorensen
Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola
Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

NORTHEAST KENDALL PROPERTIES,
INC.

By: Robert H. Sorensen
Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola
Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary
(Corporate Seal)

NORTHWEST KENDALL PROPERTIES,
INC.

By: Robert H. Sorensen

Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola

Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

(Corporate Seal)

FIFTH KENDALL REALTY CORPORATION

By: Robert H. Sorensen

Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

Attest: Eugene Feola

Eugene Feola
Vice President,
Assistant General Counsel
and Assistant Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, personally appeared ROBERT H. SORENSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant 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 Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 27th day of January, A.D. 1987.

Lin B. Wilson
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 18, 1990

STATE OF FLORIDA))
COUNTY OF DADE) SS.

BEFORE ME, personally appeared ROBERT H. SORENSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of NORTH KENDALL PROPERTIES, INC., a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant 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 Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 27th day of January, A.D. 1987.

Lisa B. Wilson
Notary Public

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 18, 1987

2
0
5
7
4
/0
2
1
1

WITNESS my hand and official seal, this 27th day of January, A.D. 1987.

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 18, 1997

STATE OF FLORIDA))
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared ROBERT H. SORENSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of PATRECE PROPERTIES, INC., a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant 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 Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 27th day of January, A.D. 1987.

Eric B. Wilson
Notary Public

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 10, 1990

STATE OF FLORIDA))
COUNTY OF DADE) SS.

BEFORE ME, personally appeared ROBERT H. SORENSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of NORTHEAST KENDALL PROPERTIES, INC., a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant 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 Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 27th day of January, A.D. 1987.

Lisa B. Wilson
Notary Public

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 18, 1990

STATE OF FLORIDA)

SS.

COUNTY OF DADE

BEFORE ME, personally appeared ROBERT N. SORENSSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of NORTHWEST KENDALL PROPERTIES, INC., a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant 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 Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 27th day of August, A.D. 1987.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION EXP. MAR 10, 1966

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared ROBERT H. SORENSEN and EUGENE FEOLA, to me well known, and known to me to be the individuals described in and who executed the foregoing Articles and Plan of Merger, as Senior Vice President, General Counsel and Secretary; and as Vice President, Assistant General Counsel and Assistant Secretary of FIFTH KENDALL REALTY CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Senior Vice President, General Counsel and Secretary; and as such Vice President, Assistant General Counsel and Assistant 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 Articles and Plan of Merger by due and regular corporate authority, that said Articles and Plan of Merger are the free act and deed of said corporation, and that the statements contained therein are true.

WITNESS my hand and official seal, this 27th day of January, A.D. 1987.

Luis B. Wilson
Notary Public

My Commission
Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 10, 1987

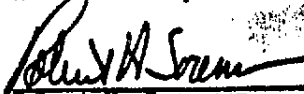
CERTIFICATE

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of North Kendall Properties, Inc., a Florida corporation (Subsidiary Corporation) on the 23rd day of January, 1987.

I further certify that these Articles and Plan of Merger were submitted to the Executive Committee of the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 23rd day of January, 1987, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 23rd day of January, A.D. 1987.

BURGER KING CORPORATION,
a Florida corporation


Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

(SEAL)

CERTIFICATE

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of New Kendall Properties, Inc., a Florida corporation (Subsidiary Corporation) on the 27th day of January, 1987.

I further certify that these Articles and Plan of Merger were submitted to the Executive Committee of the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 27th day of January, 1987, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 5th day of February, A.D. 1987.

BURGER KING CORPORATION,
a Florida corporation


Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

(SEAL)

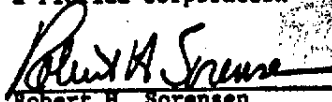
CERTIFICATE

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of Patrece Properties, Inc., a Florida corporation (Subsidiary Corporation) on the 23rd day of January, 1987.

I further certify that these Articles and Plan of Merger were submitted to the Executive Committee of the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 23rd day of January, 1987, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 25th day of February, A.D. 1987.

BURGER KING CORPORATION,
a Florida corporation


Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

(SEAL)

CERTIFICATE

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of Fifth Kendall Realty Corporation, a Florida corporation (Subsidiary Corporation) on the 23rd day of January, 1987.

I further certify that these Articles and Plan of Merger were submitted to the Executive Committee of the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 23rd day of January, 1987, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 5th day of February, A.D. 1987.

BURGER KING CORPORATION,
a Florida corporation


Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

(SEAL)

CERTIFICATE

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of Northwest Kendall Properties, Inc., a Florida corporation (Subsidiary Corporation) on the 23rd day of January, 1987.

I further certify that these Articles and Plan of Merger were submitted to the Executive Committee of the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 23rd day of January, 1987, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 25th day of February, A.D. 1987.

BURGER KING CORPORATION,
a Florida corporation


Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

(SEAL)

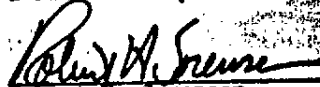
CERTIFICATE

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of Northeast Kendall Properties, Inc., a Florida corporation (Subsidiary Corporation) on the 25th day of January, 1987.

I further certify that these Articles and Plan of Merger were submitted to the Executive Committee of the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 27th day of January, 1987, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 5th day of February, A.D. 1987.

BURGER KING CORPORATION,
a Florida corporation


Robert H. Sorensen
Senior Vice President,
General Counsel and
Secretary

(SEAL)