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McGLINCHEY, STAFFORD, MINTZ, CELLINI & LANG, PC

643 MAGAZINE STREET
NEW ORLEANS, LA. 70130-3477

MAILING ADDRESS:
POST OFFICE BOX 60643
NEW ORLEANS, LA. 70160-0643

(504) 586-1200
FAX
(504) 596-2800
TELEX
584327
CABLE
MACSTAM

LAKE PROVIDENCE, LA. OFFICE:
405 MORGAN STREET
LAKE PROVIDENCE, LA. 71254
(318) 559-1200
FAX (318) 559-0809

WRITER'S DIRECT DIAL NUMBER:

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MERGERS

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June 14, 1989

FEDERAL EXPRESS

Florida Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32399-0250

Re: Burger King Corporation
Our File No.: 0766-45-9

Dear Sir:

Enclosed for filing in your office are the Articles and Plan of Merger merging TPC-CHI, Inc. into Burger King Corporation. Please send me, via Federal Express, one certificate of merger and two certified copies of the Articles and Plan of Merger. Our Federal Express account number is 0701-1814-9.

Also enclosed is our check in the amount of $100.00 as payment of all costs. If you have any questins, please call me.

Thank you for your cooperation.

Sincerely,

Vivian B. Crane

Vivian B. Crane
Paralegal

VBC:ms
~~Enclosures~~

Vivian Crane GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effective Date cannot be prior to file date
DATE 6/21
DOC. EXAM. TM

Name Availability
Document Examiner
Updater
Updater Verifyer
Acknowledgement
W. P. Verifyer

193606

ARTICLES OF MERGER

NAMES OF MERGED CORPORATION(S)	STATE OF INCORPORATION	CHARTER NUMBER(S), IF APPLICABLE
TPC-CHI, INC.	Louisiana	N/A

----MERGING INTO----

NAME OF SURVIVING CORPORATION	STATE OF INCORPORATION	CHARTER NUMBER, IF APPLICABLE
BURGER KING CORPORATION	Florida	193606

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO THE FILING OF THE MERGER DOCUMENTS: ________.

Filed Date: 6/21/89

Effective Date, if applicable: N/A

Document Examiner: Brenda L. Tadlock

2084770114

ARTICLES AND PLAN OF MERGER

These Articles and Plan of Merger are made this 31st day of May, 1989, by and between BURGER KING CORPORATION, a Florida corporation, (the "SURVIVING CORPORATION"), and TPC-CHI, INC., a Louisiana corporation (the "SUBSIDIARY CORPORATION").

The Board of Directors of BURGER KING CORPORATION and the Subsidiary Corporation deem it desirable and in the best interests of the corporation and its stockholders that the Subsidiary Corporation 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 Corporation be and the same is 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

Purpose

The purpose of this merger is to provide for the complete cancellation and/or redemption of all outstanding shares of TPC-CHI, INC. owned by BURGER KING CORPORATION, pursuant to the Plan of Liquidation of TPC-CHI,INC. adopted by the Board of Directors on and approved by the shareholders on October 24, 1985.

ARTICLE III

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 Corporation. 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 IV

Exchange of Stock

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

Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
TPC-CHI, INC.	Common Preferred	No Par Value $100.00	25,000,000 1,000,000	705

All of the outstanding shares of capital stock of the Subsidiary Corporation are owned by the Surviving Corporation.

The manner and basis of converting the capital stock of the Subsidiary Corporation 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 Corporation: 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 V

Effective Date

The merger shall be effective as of May 31, 1989.

ARTICLE VI

Effect of the Merger

Upon the effective date of the merger, the Subsidiary Corporation 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 Corporation, and all property, real, personal and mixed and all debts due to the Subsidiary Corporation, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the Subsidiary Corporation, 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 Corporation shall hereafter be as effectually the property of the Surviving Corporation as they were of the Subsidiary Corporation. The title to any and all real estate vested by deed or otherwise in the Subsidiary Corporation 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 Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and the Subsidiary Corporation may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations and duties of the Subsidiary 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 the merger of the Subsidiary Corporation shall not, in any manner, impair the rights of any creditor or creditors of said Subsidiary Corporation.

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 Corporation, the proper officers and directors of such Subsidiary Corporation 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 Corporation or otherwise to take any and all such action.

ARTICLE VII

Expenses of Merger

The Surviving Corporation shall pay all expenses of merger.

ARTICLE VIII

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: ROGER F. THOMSON, General Counsel, Burger King Corporation, 17777 Old Cutler Road, Miami, Florida 33157.

ARTICLE IX

Rights of Dissenting Stockholders

In accordance with Chapter 607.221 (4) of the Florida General Corporation Act, effective January 1, 1976, no vote of the shareholder of the Corporation is required for the implementation of this merger.

ARTICLE X

Waiver of Right to Receive Articles and Plan of Merger

The Surviving Corporation, as the Sole Shareholder of Subsidiary Corporation has waived its right to receive a copy of the Articles and Plan of Merger prior to their filing as provided in §607.227(3)(d) of the Florida General Corporation Act. Therefore, a copy of the Articles and Plan of Merger has not been mailed to the Shareholders of the Subsidiary Corporation.

ARTICLE XI

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. Howard Chandler
Barry J. Gibbons
Ian A. Martin (Chairman)
C. Ronald Petty
Robert J. Stetson
Nigel Travis
Paul Walsh

OFFICERS

Barry J. Gibbons	Chief Executive Officer
C. Ronald Petty	President and Chief Operating Officer
Robert J. Stetson	Chief Financial Officer
Thomas C. Highland	President, Burger King Distribution Services
C. Scott Conner	Executive Vice President, Operations
C. Donald Dempsey	Executive Vice President, Operations
David L. Geddes	Executive Vice President, Operations
Kevin K. Moriarty	Executive Vice President, Operations
Gary L. Langstaff	Executive Vice President, Marketing
Richard T. Snead	Executive Vice President, Operations - United Kingdom
Christopher H. Dams	Senior Vice President, Systems Supply Management
Joel J. Weiss	Senior Vice President, Transition Management
Nigel Travis	Senior Vice President, Human Resources
Stephen A. Finn	Senior Vice President, Strategic Innovation
George E. Mileusnic	Senior Vice President, Business Development
Roger F. Thomson	Senior Vice President, General Counsel and Secretary
Samuel H. Yong	Senior Vice President, Technology & Quality Assurance

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 17777 Old Cutler Road, 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 Board of Directors of such corporation on May 31, 1989, has caused these presents to be executed as required by the corporation laws of the State of Florida.

BURGER KING CORPORATION

By: ______________________
Roger F. Thomson
Senior Vice President and
General Counsel

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

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared ROGER F. THOMSON 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 31st day of May, 1989.

(Seal)

____
Notary Public

My Commission Expires: ______________________

CERTIFICATE

I, EUGENE FEOLA, the undersigned Assistant Secretary of Burger King Corporation, the Surviving Corporation of this merger, hereby certify that this Plan of Merger has been adopted pursuant to Chapter 607.221(4) of the Florida General Corporation Act and that, as of the date of this Certificate, the outstanding shares of stock of Burger King Corporation are such that they render subsection (4) of the Chapter 607.221 applicable to such merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 31st day of May, 1989.

Eugene Feola

Eugene Feola
Vice President,
Assistant General Counsel and
Assistant Secretary of,
BURGER KING CORPORATION
a Florida corporation

(SEAL)

MERGER.ART