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Merger
Filed 5-10-85

14 pgs.

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THE WHEELER ORGANIZATION, INC., a Georgia corporation not qualified in Florida

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

BURGER KING CORPORATION

Surviving Charter Number: 193606

Filing Date: May 10, 1985

193606

Rogers, Towers, et al

Requester's Name

118 1/2 East Jefferson Street

Address

Tallahassee, FL 32301 222-7200

City State ZIP Phone #

CORPORATION(S) NAME

The Wheeler Organization, Inc. (GA Dom)

merging into

Burger King Corporation (Fl Dom)

( ) PROFIT
( ) NON PROFIT
( ) AMENDMENT
(√) MERGER
( ) FOREIGN
( ) DISSOLUTION
( ) LIMITED PARTNERSHIP
( ) ANNUAL REPORT
( ) RESERVATION
( ) REINSTATEMENT
( ) OTHER
(√) CERTIFIED COPY
( ) PHOTO COPIES
( ) CERTIFICATE UNDER SEAL
(√) WALK IN
( ) WILL WAIT
(√) PICK UP
( ) MAIL OUT
( ) CALL
( ) AFTER 4:30

merger

Name Availability	5/10/85
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgment	
W.P. Verifyer	

5-10-85

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CHARTER TAX STAMPS

C. TAX

FILING

R. AGENT FEE

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TOTAL

CR2E031(R4-84)

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TALLA[illegible] FL[illegible]

ARTICLES OF MERGER
THE WHEELER ORGANIZATION, INC.
INTO
BURGER KING CORPORATION

I.

The Agreement and Plan of Merger attached hereto as Exhibit "A" and by reference made a part hereof whereby The Wheeler Organization, Inc., a Georgia corporation ("Wheeler") is to be merged into Burger King Corporation ("Burger King") was duly approved by the unanimous consent of the Board of Directors of Wheeler on April 26, 1985. Resolutions authorizing certain officers of Burger King to enter into and execute an Agreement and Plan of Merger having terms and conditions consistent with those in Exhibit "A" hereto were duly approved by the Board of Directors of Burger King Corporation ("Burger King") on February 25, 1985.

II.

On the date of submission of the Agreement and Plan of Merger to the directors of Wheeler, all of the Common Stock of Wheeler issued, outstanding and entitled to vote thereon, an aggregate of 10,000 shares, was owned by Burger King, the Corporation into which Wheeler will be merged. The Agreement and Plan of Merger, therefore, was not required to be separately adopted by the sole shareholder of Wheeler and no mailing of a copy of the Agreement and Plan of Merger to shareholders was necessary.

III.

The affirmative vote of the holders of shares of the Common Stock of Burger King outstanding is not required to adopt the Agreement and Plan of Merger. The Agreement and Plan of Merger does not amend the Articles of Incorporation of Burger King, all shareholders of Burger King prior to the Merger will remain shareholders after the Merger and the interests of the shareholders of Burger King will not be diluted by the Merger.

IV.

The Merger shall be effective upon the later of the filing of the Articles of Merger with the Secretary of State of Georgia or with the Department of State of Florida. Thereafter, Wheeler shall cease to exist as a separate corporate entity and Burger King shall be the surviving corporation.

THE WHEELER ORGANIZATION, INC.

By: Robert S Hill
President - Robert S. Hill

Attest: This 26th day of
April, 1985.

Elliot C. Tunis
Secretary - Elliot C. Tunis

[Corporate Seal]

202700112

BURGER KING CORPORATION

By: Robert S. Hill
Vice President
Robert S. Hill

Attest: This 26th day of April, 1985.

Elliot C. Tunis
Assistant Secretary
Elliot C. Tunis
[Corporate Seal]

2027001 2

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ROBERT S. HILL and ELLIOT C. TUNIS to me well known and known to me to be the individuals described in and who executed the foregoing instrument as Vice President and Assistant Secretary of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such instrument as such Vice President and Assistant Secretary respectively of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 26th day of April, 1985.

Sharalia Andrade
Notary Public (SEAL)
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 14 198[illegible]
BONDED THRU GENERAL INSURANCE UND

202700112

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ROBERT S. HILL and ELLIOT C. TUNIS to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of THE WHEELER ORGANIZATION, INC., a Georgia corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary respectively of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 24th day of April, 1985.

Sharalia Andrade
Notary Public (SEAL)
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 14 1987
BONDED THRU GENERAL INSURANCE UND

EXHIBIT A

FILED
1985 MAY 10 PM 12 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER
THE WHEELER ORGANIZATION, INC.
AND
BURGER KING CORPORATION

This Agreement and Plan of Merger made and entered into this 26 day of April, 1985 (hereinafter referred to as the "Agreement") by and between The Wheeler Organization, Inc., a Georgia corporation ("Wheeler") and Burger King Corporation, a Florida corporation ("Burger King") (said corporations being hereinafter referred to as the "Constituent Corporations"):

W I T N E S S E T H:

WHEREAS, Wheeler is a corporation duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, Burger King is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors of each of said corporations deems it advisable and for the benefit of each of said corporations and their respective shareholders that Wheeler be merged into Burger King and has adopted resolutions approving such action;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the conditions hereinafter set forth, that Wheeler shall be merged into Burger King (hereinafter sometimes referred to as the "Surviving Corporation"). Such merger shall be effective on the Effective Date (as hereinafter defined) at which time the corporate existence of Burger King, as the Surviving Corporation, shall continue under the same name, and the individual existence of Wheeler shall cease. The terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect and the manner of cancelling the shares of Wheeler are and shall be as follows:

1.

Compliance with the requirements of the Georgia Business Corporation Code and the Florida Corporation Act (the "Codes") and other legal requirements, if any, necessary to make this Agreement effective, including the filing of the Articles of Merger in the manner provided for in the Codes, shall be diligently pursued and effected by the proper officers, or their designees, of the Constituent Corporations as soon as practicable.

2.

The merger herein contemplated (the "Merger") shall be effective upon the later of delivery of Articles of Merger to the Secretary of State of Georgia or the Department of State of Florida (the "Effective Date").

3.

The Articles of Incorporation of Burger King shall, on the Effective Date, be the Articles of Incorporation of the Surviving Corporation and shall not be affected or modified by the Merger.

4.

The By-Laws of Burger King as in effect on the Effective Date shall be the By-Laws of the Surviving Corporation and shall not be affected or modified by the Merger.

5.

Upon the Effective Date of the Merger, the directors of Burger King shall be the directors of the Surviving Corporation and those persons shall hold office until the next annual meeting of the shareholders of the Surviving Corporation and until their respective successors are elected in accordance with the By-Laws of the Surviving Corporation.

6.

(a) Upon the Effective Date of the Merger:

(i) Each share of the Common Stock of Burger King issued and outstanding immediately prior to the Effective Date shall continue unchanged and shall continue to evidence the same number of shares of Common Stock of the Surviving Corporation.

(ii) On the Effective Date each share of the Common Stock of Wheeler shall be surrendered and cancelled and Burger King, as sole shareholder of Wheeler prior to the Merger, shall become the sole owner of all of the assets, liabilities and business of Wheeler on the Effective Date.

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Upon the Effective Date, the separate existence of Wheeler shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of said Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

8.

At any time prior to the filing of the Articles of Merger in either Florida or Georgia either Constituent Corporation may, with the approval of its Board of Directors and a majority of its shareholders, abandon this Agreement and Plan of Merger.

IN WITNESS WHEREOF, The Wheeler Organization, Inc. and Burger King Corporation each have caused this Agreement and Plan of Merger to be executed on their behalf, their corporate seals affixed and the foregoing attested, all by their respective duly authorized officers on the ____ day of April, 1985.

THE WHEELER ORGANIZATION, INC.

By:______________________
President

Attest:

____
Secretary

[Corporate Seal]

BURGER KING CORPORATION

By: ______________________

Title: ______________________

Attest:

____
Assistant Secretary

[Corporate Seal]