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THE WHEELER ORGANIZATION, INC., a Georgia corporation by topolitical to ribitity

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BURGER KING CORPORATION

Surviving Charter Number: 193606

Filing Date: May 10, 1985

193606

Rogers, Towers, rt al Request it a Name 118 1/2 East Jefferson Street Address 32301 Tallahas.ce, Cus CORPORATIONS NAME PROFIT) NON PROFIT FOREIGN I ANNUAL REPORT (LIMITED PARTNERSHIP) FOTHER PREINSTATEMENT PHOTO COPIES 1 I CERTIFICATE UNDER SEA (J) CERTIFIED COPY Name Availability 🕢 Document Examiner Updater Virifyer Acknowledgment W.P. Varifyer CR2E031 (R4-84)

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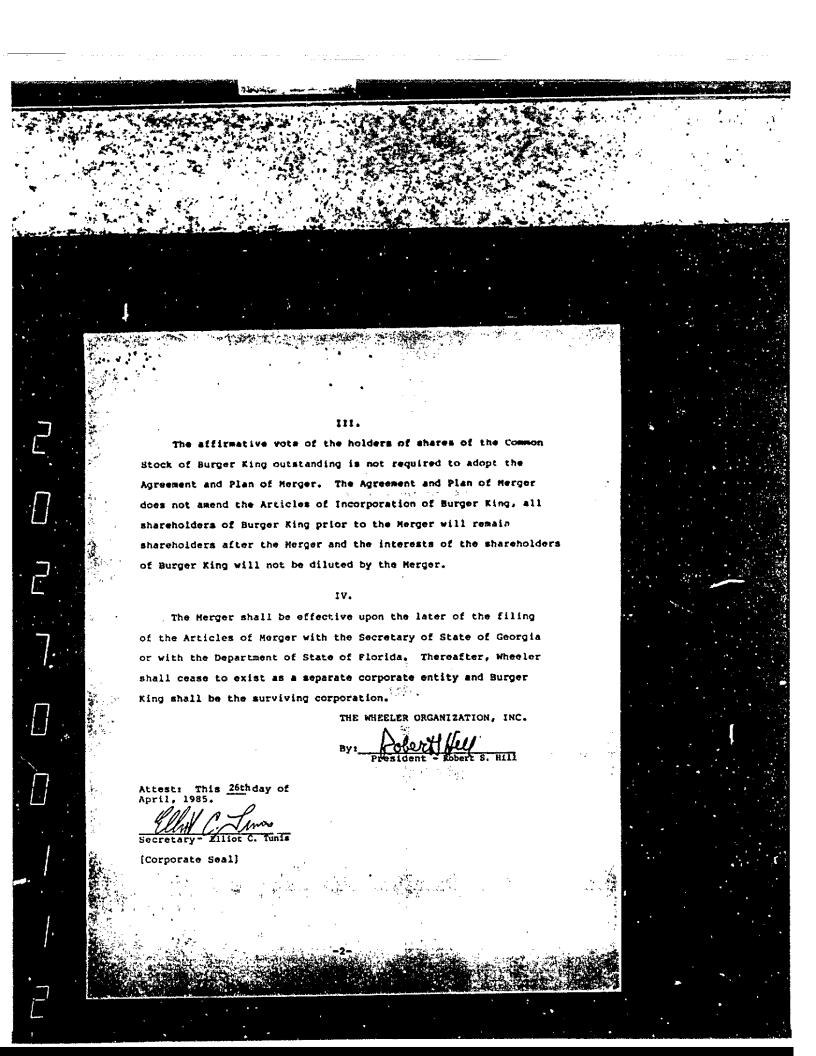
ARTICLES OF MERGER
THE WHEELER ORGANIZATION, INC JALLANDER, FLANDA
INTO
BURGER KING CORPORATION

ī.

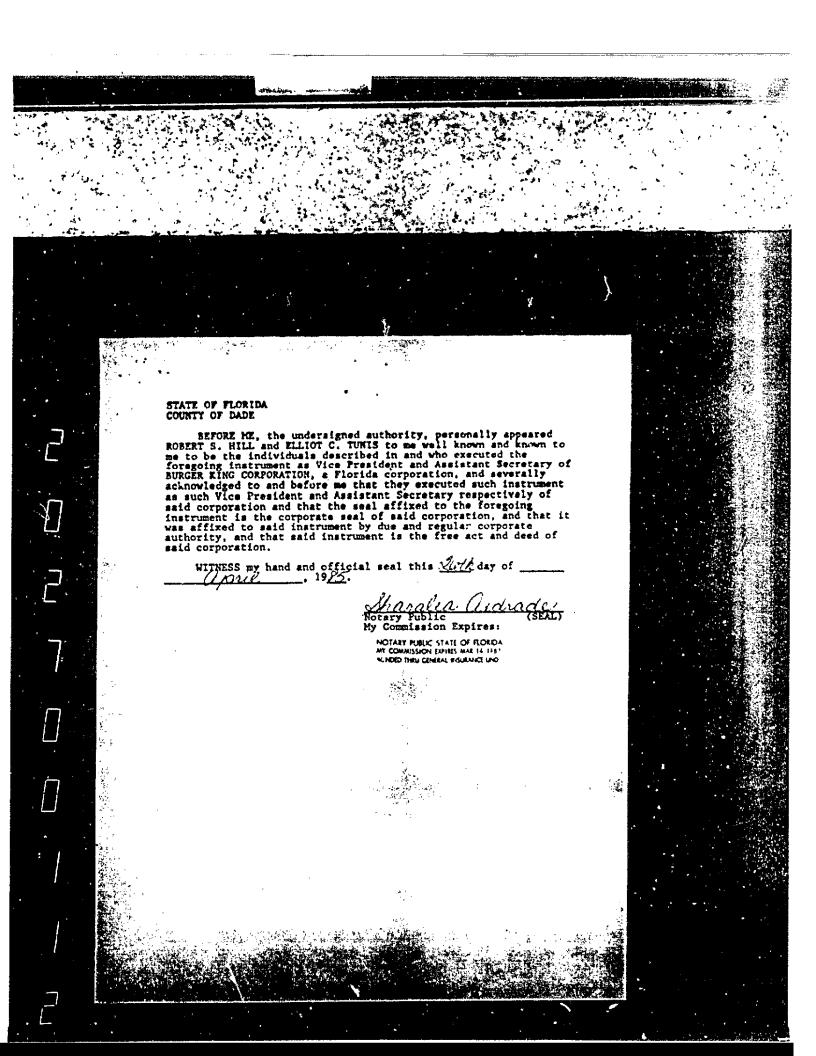
The Agreement and Plan of Merger attached hereto as Exhibit
"A" and by reference made a part hereof whereby The Wheeler
Organization, Inc., a Georgia corporation ("Wheeler") is to be
merged into Burger King Corporation ("Burger King") was duly
approved by the unanimous consent of the Board of Directors 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.

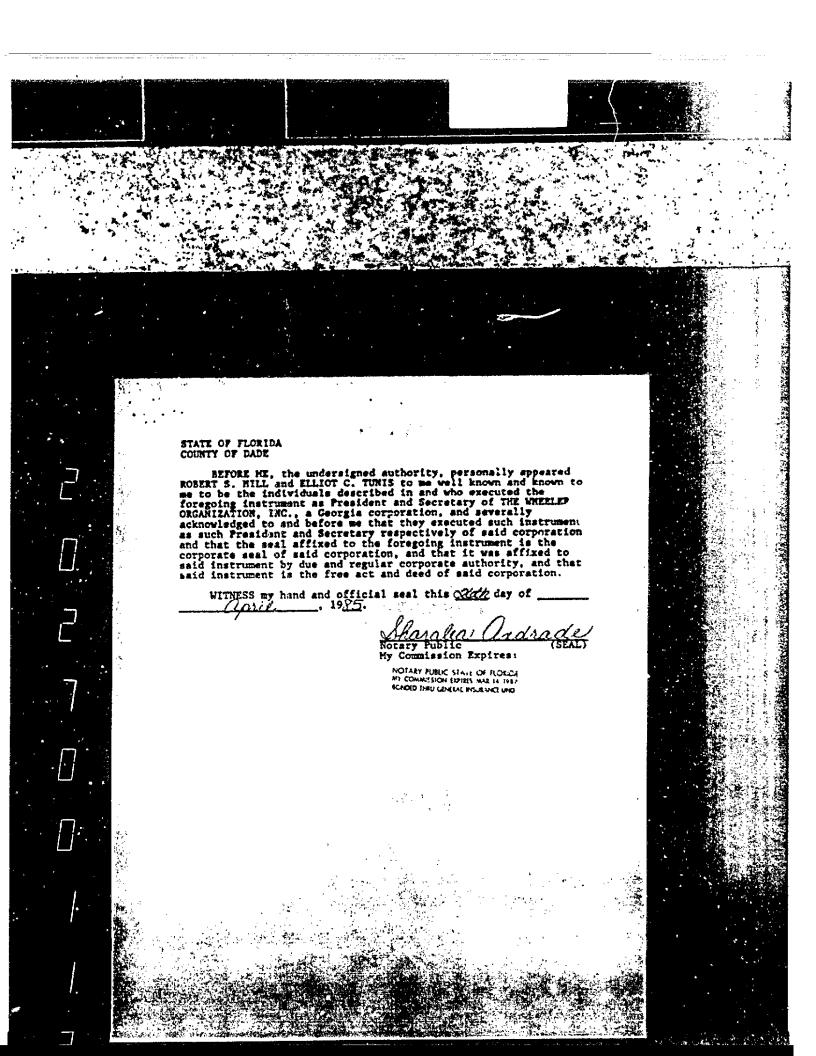
II.

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 takenecessary.



Assistant Secretary Elliot G. Tumis [Corporate Seal] 200







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AGREEMENT AND PLAN OF MERGER CECULAR CONSTITUTION, INC. TALLARIA AND BURGER KING CORPORATION

WITHESSETHE

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 Eurger 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").

з.

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.

The By-Laws of Burger Ring 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.

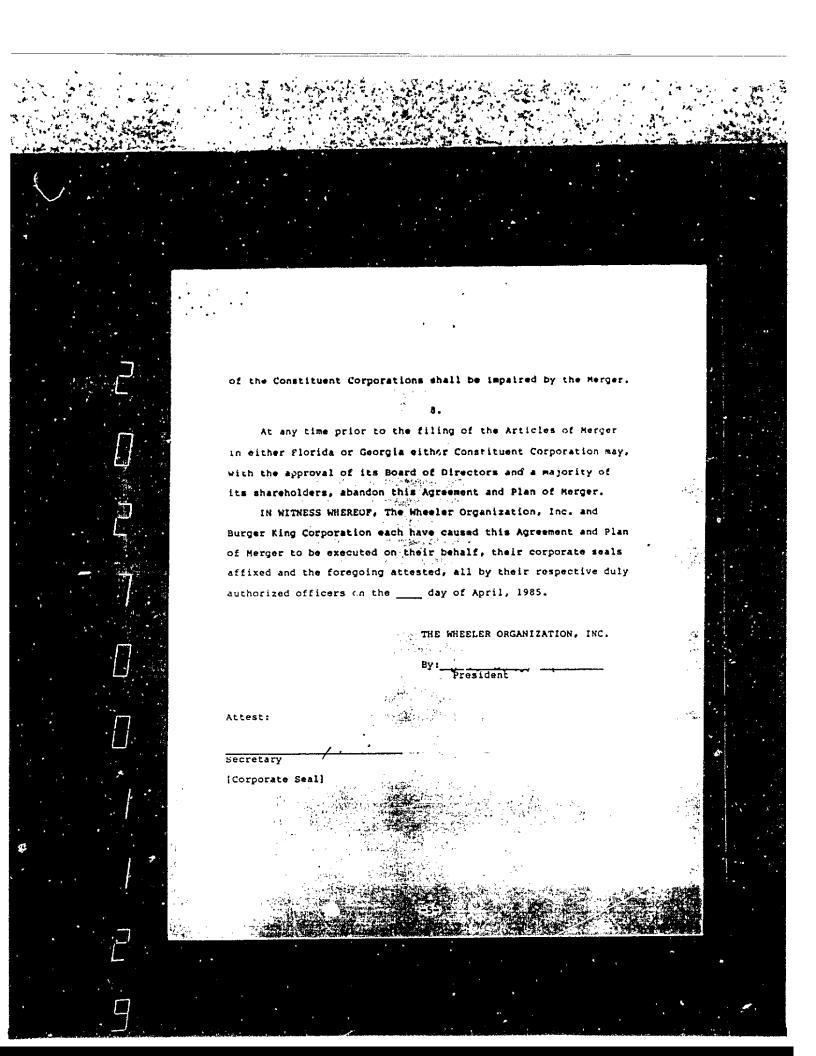
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Upon the Effective Date of the Herger, the directors of Burger King shall be the directors of the Surviving Corporation and those persons shall hold office until the next annual meeting of the shareholders of the Surviving Corporation and until their 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.

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



BURGER KING CORPORATION Title: Attest: Assistant Secretary [Corporate Seal]