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Merger
Filed 2-9-87

13 pgs.

LAW DEPARTMENT
DIRECT DIAL (305) ~~February 6, 1987~~

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1987 FEB -9 PM 12:33

FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State, P.O. Box 6327
Tallahassee, Florida 32314

Re: **Subsidiary Corporations:**
BK OF CHAMPAIGN, INC.
MERDEITH ELAINE RESTAURANTS, INC.
Illinois corporations
Merger into Surviving Corporation:
BURGER KING CORPORATION, a Florida corporation

Gentlemen:

Enclosed please find Burger King Corporation check number 051991, dated February 5, 1987, in the amount of $60.00 to cover the cost of filing the Articles and Plan of Merger and obtaining one (1) certified copy of the same.

Also enclosed is the original Articles and Plan of Merger to be placed of record immediately. Please have the original recorded document and one (1) certified copy returned to my attention at the address listed below.

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.

Should you have any questions concerning the above, please contact me at 305/596-3264.

02/24/87 00093 015

MERGERS	
CERT/PHOTO COPY	15.00
MERGER	45.00
TOTAL	60.00

Very truly yours,

BURGER KING CORPORATION

BLT

Lisa Wilson
Legal Assistant

LW:djc
Enclosures

cc: Gene Fedla
Mike Marvin
Peter Souza, C T Corporation

CLT

Chart:06

193606

MERGER

2 Foreign Corporations NOT Qualified in Florida into a Florida Corporation

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MEREDITH ELAINE RESTAURANTS, INC., an Illinois corporation not qualified

and

B.K. OF CHAMPAIGN, INC., an Illinois corporation not qualified

----merged into----

BURGER KING CORPORATION, a Florida corporation

Surviving Charter Number: 193606

File Date: 2/9/87

Document Examiner: Brenda L. Tadlock

FILED
1987 FEB -9 AM 8:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 MEREDITH ELAINE RESTAURANTS, INC., an Illinois and B.K. OF CHAMPAIGN, INC., an Illinois corporation, (the "SUBSIDIARY CORPORATIONS"). The mailing of the plan of merger was waived by the shareholder of 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 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 the Surviving Corporation.

ARTICLE III

Exchange of Stock

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

Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
Meredith Elaine Restaurants, Inc.	Common	None	1,000	800
B.K. of Champaign, Inc.	Common	$10.00	1,000	500

All of the outstanding shares of capital stock of the Subsidiary Corporations are owned by the Surviving Corporation, through process of merger, whereby all assets of BK-CH, Inc. passed to Burger King Corporation, effective May 29, 1986.

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 Florida and the Secretary of State of Illinois.

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 respective 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 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 Corporation, 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 respective 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 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.

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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 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
Tony B. Rolland	Executive Vice President, Division Manager
Allen G. Shuh	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. Sanders	Senior Vice President, Human Resources
Richard T. Snead	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, Florida 33152.

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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)

MEREDITH ELAINE RESTAURANTS, INC.

By: Robert H. Sorensen
Robert H. Sorensen
Vice President
and Secretary

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

(Corporate Seal)

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1/22/87

B. K. OF CHAMPAIGN, INC.

By: ______________________
Robert H. Sorensen
Vice President and
Secretary

Attest: ______________________
Eugene Feola
Vice President,
and Assistant
Secretary

(Corporate Seal)

B. K. OF CHAMPAIGN, INC. 78 ILLINOIS

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1/22/87

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 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.

Lexi B. Wilson
Notary Public

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 18,19[illegible]

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1/22/87

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 Vice President and Secretary; and as Vice President and Assistant Secretary of B.K. OF CHAMPAIGN, INC., an Illinois corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Vice President and Secretary; and as such Vice President 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. Wiesen
NOTARY PUBLIC

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. [illegible]

c:420
1/22/87

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 Vice President and Secretary; and as Vice President and Assistant Secretary of MEREDITH ELAINE RESTAURANTS, INC., an Illinois corporation, and severally acknowledged to and before me that they executed such Articles and Plan of Merger as such Vice President and Secretary; and as such Vice President 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.

Lois B. Wiener
Notary Public

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 16,1990