

193606

500002561526--5

Merger

Filed 9-28-90, eff. 9-30-90

6pgs.

Charter Number Only

193606

VALIDATION ONLY

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Suite 200

Address

Tallahassee, Florida 32301 656-8298

City

State

ZIP

Phone

PLEASE CALL CONNIE OR MELANIE IF PROBLEMS

CORPORATION(S) NAME

-09/29/90--00151--001

MERGERS

CERT/PHOTO COPY-----***52.50

MERGER-----***70.00

TOTAL-----***122.50

EFFECTIVE DATE

9/30/90

Holdings - BKC, Inc.

merging into:

Burger King Corporation

() Profit
() NonProfit

() Amendment

(☒) Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership
() Reinstatement

() Annual Report
() Reservation

() Other
() Change of Registered Agent

(☒) Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready
(☒) Walk In

(☒) Will Wait

() Call If Problem

() Pick Up

() After 4:30

() Mail Out

Name	9/28/90
Availability	
Document	ADH 391/E
Examiner	
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

CR2E031 (R8-85)

9/28/90
3:00

FILED
1990 SEP 23 P. 3:26

193606

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(s)

STATE OF
INC.

DOCUMENT #
IF APP.

HOLDINGS-BKC, INC.

Delaware

-----MERGING INTO-----

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

BURGER KING CORPORATION

Florida

193606

IF THE NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE
MERGER, THE NAME THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: 9-28-90

Effective Date, if applicable: 9-30-90

Document Examiner: AJH

EFFECTIVE DATE
9/30/90

FILED

1990 SEP 23 11 3 27

ARTICLES OF MERGER
OF
HOLDINGS-BKC, INC.
INTO
BURGER KING CORPORATION

The undersigned corporations hereby certify that:

I.

The name and state of incorporation of the
surviving corporation of the merger is as follows:

NAME	STATE OF INCORPORATION
Burger King Corporation	Florida

The name and state of incorporation of the merged
corporation of the merger is as follows:

NAME	STATE OF INCORPORATION
Holdings-BKC, Inc.	Delaware

II.

The plan of merger is as follows:

Holdings-BKC, Inc. (the "Merged Corporation")
merges into Burger King Corporation (the "Surviving
Corporation").

The terms and conditions of the merger are as
follows:

(i) The Certificate of Incorporation and the
bylaws of the Surviving Corporation as they shall exist on
the effective date of this merger shall be and remain the

Certificate of Incorporation and the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(ii) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(iii) This merger shall become effective upon the filing of the Certificate of Merger with the Department of State of Florida. However, for all accounting purposes the effective date of the merger shall be as of the close of business on September 28, 1990.

The manner and basis of converting the outstanding shares of the capital stock of the Merged Corporation into the shares of the Surviving Corporation is as follows:

(i) Each share of common stock of the Surviving Corporation which shall be issued and outstanding on the effective date of this merger and all rights in respect thereof shall remain issued and outstanding.

(ii) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this merger shall forthwith be changed and converted into the right to receive one dollar (\$1.00) from the Surviving Corporation.

(iii) After the effective date of this agreement the registered owner of the share of common stock of the Merged Corporation, Gramet Holdings Corp., shall have said share cancelled.

The plan of merger has been adopted by the board of directors of the Surviving Corporation on the 28 day of September, 1990. Pursuant to Subsection 7 of Section 607.1103 of the Business Organizations Law of the State of Florida, no vote of the shareholder of the Surviving Corporation is required.

Dated: September 28, 1990

HOLDINGS, INC.

BY

Robert C. Lowes
TREASURER

ATTEST:

BY

James D. Jentle
SECRETARY

ATTEST:

BY

Leslie R. Johnson
ASSISTANT SECRETARY

BURGER KING CORPORATION

BY

Robert C. Lowes
TREASURER