

193606

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Merger

Filed 5-27-88, EFF 5-31-88

12 pgs.

193606

ARTICLES OF MERGER

SOUTH KENDALL PROPERTIES, INC., #341260 and  
BURCON PROPERTIES, INC., #324851

merging into

BURGER KING CORPORATION, the surviving Florida Corporation  
#193606

Filed May 27, 1988

Effective May 31, 1988

LAW DEPARTMENT  
DIRECT DIAL (305)

FILED

Effective  
May 31, 1988

May 26, 1988

AIRBORNE EXPRESS

MAY 27 4 02 PM '88 COURIER  
Return When Ready  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State, P. O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: SUBSIDIARY CORPORATIONS:  
BURCON PROPERTIES, INC., A FLORIDA CORPORATION  
SOUTH KENDALL PROPERTIES, INC., A FLORIDA  
CORPORATION, MERGER INTO SURVIVING CORPORATION  
BURGER KING CORPORATION, A FLORIDA CORPORATION  
DOCUMENT NUMBER: 193606

Gentlemen:

Enclosed please find Burger King Corporation's check number 192999, dated May 18, 1988, in the amount of \$120.00 for filing fees with regard to the Articles of Merger and obtaining one (1) certified copy of same.

Also enclosed are 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 by Airborne Express in the envelope provided.

As stated in the Articles, the above-captioned 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 305/378-3264.

Thank you for your assistance.

Very truly yours,

BURGER KING CORPORATION

Lisa Wilson  
Legal Assistant

slw  
c:mergsec

cc: Gene Feola  
Mike Marvin

|                 |    |
|-----------------|----|
| Availability    |    |
| Exempt          | SP |
| Debtor          | SI |
| Debtor Verifier | 22 |
| Acknowledgment  |    |
| W. P. Verifier  |    |

06/01/22 00031  
MERGERS  
CERT. PHOTO COPY 20.00  
MERGER 20.00  
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|              |        |
|--------------|--------|
| TOTAL        | 120.00 |
| C. TAX       |        |
| FILING       | 90     |
| R. AGENT FEE |        |
| C. COPY      | 30     |
| TOTAL        | 120.00 |
| N. BANK      |        |
| BALANCE DUE  |        |
| FE DUE       |        |

BURGER KING CORPORATION 17777 OLD CUTLER ROAD, MIAMI, FLORIDA 33157  
POST OFFICE BOX 520783, GENERAL MAIL FACILITY/MIAMI, FLORIDA 33152  
TELEPHONE (305) 378-7011/TWX 810-848-8692

EFFECTIVE  
May 31, 1988

FILED

ARTICLES AND PLAN OF MERGER

MAY 27 4 02 PM '88

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles and Plan of Merger are made this 27th day of May, 1988, by and between BURGER KING CORPORATION, a Florida corporation, (the "SURVIVING CORPORATION"), and BURCON PROPERTIES, INC., a Florida corporation, and SOUTH KENDALL PROPERTIES, INC., a Florida corporation, (the "SUBSIDIARY CORPORATIONS").

The Board 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 BURGER KING CORPORATION other than the change in the principal office address and the address of the registered agent.

ARTICLE III

Exchange of Stock

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

| <u>Corporation</u>             | <u>Class</u> | <u>Par Value</u> | <u>Shares Authorized</u> | <u>Shares Outstanding</u> |
|--------------------------------|--------------|------------------|--------------------------|---------------------------|
| Burcon Properties, Inc.        | Common       | \$1.00           | 10,000                   | 10,000                    |
| South Kendall Properties, Inc. | Common       | \$1.00           | 10,000                   | 10,000                    |

All of the outstanding shares of capital stock of the Subsidiary Corporations are owned by the Surviving Corporation. The outstanding shares of capital stock owned by the Subsidiary Corporations are owned by the Surviving Corporation through process of merger, whereby all assets of Burger King Properties, Inc. passed to Burger King Corporation, effective May 31, 1972.

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 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 IV

##### Effective Date

The merger shall become effective as of May 31, 1988.

#### 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.

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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 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 several and respective 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 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 address to which the service of process in any such proceeding shall be mailed is: ROBERT H. SORENSEN, General Counsel, Burger King Corporation, 17777 Old Cutler Road, Miami, Florida 33157.

## 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.

## 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 of the Surviving Corporation, are as follows:

#### BOARD OF DIRECTORS

J. Jeffrey Campbell (Chairman)  
James W. McLamore (Chairman Emeritus)  
Roger L. Headrick  
Herbert D. Ihle  
Charles S. Olcott

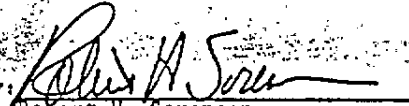
OFFICERS

|                      |                                                                      |
|----------------------|----------------------------------------------------------------------|
| J. Jeffrey Campbell  | Chairman and Chief Executive Officer                                 |
| Charles S. Olcott    | President, Burger King Corporation - U.S.A.                          |
| Charles R. Petty     | President, Burger King Corporation - International                   |
| William J. Gill      | Executive Vice President, Research & Development                     |
| Mitchel E. Rhoads    | Executive Vice President, Division Manager                           |
| Richard T. Shead     | Executive Vice President, Development and Division Manager           |
| Richard J. Trutz     | Executive Vice President, Marketing                                  |
| Joel J. Weiss        | Executive Vice President, Chief Administrative Officer               |
| Matthew J. Fairbairn | Senior Vice President, Region General Manager                        |
| Stephen A. Finn      | Senior Vice President, Facilities/Special Projects                   |
| George Mileusnic     | Senior Vice President, Controller                                    |
| Donald G. Manson     | Senior Vice President, Procurement and Materials Management, Distron |
| Robert H. Sorensen   | Senior Vice President, General Counsel and Secretary                 |
| Marc Weinstein       | Senior Vice President, Operations Research & Development             |

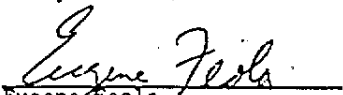
C. Principal Office: The location of the principal and registered office of the Surviving Corporation in the State of Florida, the State of its incorporation, is 17777 Old Cutler Road, P.O. Box 520783, General Mail Facility, Miami, FL 33152.

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 27, 1988, 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  
Senior Vice President,  
General Counsel and  
Secretary

Attest: 

Eugene Feola  
Vice President,  
Assistant General Counsel  
and Assistant Secretary

(Corporate Seal)

BURCON PROPERTIES, INC.

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)

SOUTH KENDALL PROPERTIES, INC.

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)

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

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 May, A.D. 1988.

Louis B. Williams  
Notary Public

My Commission Expires: \_\_\_\_\_

(Seal)

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 18, 1990

STATE OF FLORIDA) )  
COUNTY OF DADE ) SS.

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 BURCON PROPERTIES, INC., 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 May, A.D. 1988.

Eugene B. Wilson  
Notary Public

My Commission Expires: \_\_\_\_\_

(Seal)

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAR 18, 1990

STATE OF FLORIDA) )  
COUNTY OF DADE ) SS.

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 SOUTH KENDALL PROPERTIES, INC., 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 May, A.D. 1988.

Lisa B. Wilson  
Notary Public

My Commission Expires: \_\_\_\_\_

(Seal)

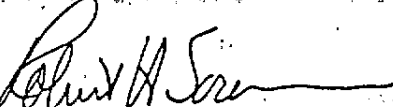
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 16, 1990

CERTIFICATE

I, ROBERT H. SORENSEN, Secretary of Burger King Corporation, a Florida corporation, do hereby certify that the Articles and Plan of Merger to which this certificate is attached was duly submitted to the sole Stockholder of BURCON PROPERTIES, INC., a Florida corporation (Subsidiary Corporation) on the 29th day of April, 1988.

I further certify that these Articles and Plan of Merger were submitted to the Board of Directors of Burger King Corporation, the Surviving Corporation, on the 27th day of May, 1988, at which meeting the Merger was approved unanimously and the officers of the corporation were directed and authorized to take such action and execute such documents as necessary to implement and complete the Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 27th day of May, A.D. 1988.

  
Robert H. Sorensen  
Senior Vice President,  
General Counsel and Secretary  
BURGER KING CORPORATION  
a Florida corporation

(SEAL)