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Amendment
Filed 1-14-65

6 pgs.

A 93606 - 1

BURGER KING CORPORATION

Amend ART III inc cap to 1,000,000 com @ $1.00 & 500,000 Class B com @ $1.00

FILED IN OFFICE OF SECRETARY OF STATE, STATE OF FLORIDA.
by MRC ..... on Jan. 14, 1965

TOM ADAMS
SECRETARY OF STATE

corp-1

LAW OFFICES
WAKEFIELD AND UNDERWOOD
SUITE 211 HALL BUILDING
150 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131
TELEPHONE 373-6526

THOMAS H. WAKEFIELD
EDWIN H. UNDERWOOD, JR.
ROBERT G. HEWITT
ANDREW L. RICHARD JR.
GARTH A. WEBSTER
DONALD [illegible]

CABLE ADDRESS
"WAKEWOOD"

WILLIAM W. MUIR
OF COUNSEL

January 6, 1965

RECEIVED
JAN 14 4 37 PM '65
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hon. Tom Adams, Secretary of State
State of Florida
Tallahassee, Florida

Re: Burger King Corporation,
a Florida corporation

Dear Mr. Adams:

Enclosed please find original and one copy of Certificate of Amendment to Certificate of Incorporation, together with our check of $700.50, to cover the following:

Filing Amendment	$10.00
Certified copy	3.00
Tax for increased capitalization	687.50
Total	$700.50

We are also enclosing self-addressed, stamped envelope for the certified copy.

Very truly yours,

WAKEFIELD AND UNDERWOOD

BY: [signature]
HEWITT

RGH:W
AIR MAIL

692.50
5.00
3.00
700.50
700.50

JAN-8-65 2 16400 *****3.00
JAN-8-65 2 16300 *****5.00
JAN-8-65 2 16200 ***692.50

375.00

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
BURGER KING CORPORATION

THIS CERTIFICATE OF BURGER KING CORPORATION UPON THE AMENDMENT OF ITS CERTIFICATE OF INCORPORATION, AS AMENDED, MADE UNDER THE STATUTES OF THE STATE OF FLORIDA IN THAT BEHALF:

RECEIVED
JAN 14 4 37 PM '65
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BURGER KING CORPORATION, a corporation organized and existing under the laws of the State of Florida, by virtue of its Certificate of Incorporation, as amended, in conformity with the provisions of the Revised Statutes of Florida, hereby certifies, as follows:

FIRST: That at a meeting of the Board of Directors of BURGER KING CORPORATION (hereinafter called the "Company"), held on the 25th day of September, 1964, at 1704 Guardian Trust Building, Detroit, Michigan, which meeting was duly called and held and at which meeting all of the Directors of the Company were present, a resolution was unanimously adopted, setting forth an amendment proposing to change the capital stock structure by changing the authorized capital stock from five hundred thousand (500,000) shares of common stock with a par value of One Dollar ($1.00) per share, to One Million (1,000,000) Shares of Common Stock and Five Hundred Thousand (500,000) Shares of Class B common stock, both classes having a par value of One Dollar ($1.00) per share, and providing that there shall never be paid on Class B common stock a per share dividend in excess of that declared and paid per share of Common Stock; further, that dividends may be declared and paid on Common Stock without dividends being declared and paid on Class B common stock; and further, that Class B common stock may be declared entitled to a lesser dividend than that which may be declared on Common Stock.

SECOND: That in accordance with the above described resolution of the Board of Directors, a special meeting of the stockholders of the Company was duly and legally held on the 25th day of September, 1964, in accordance with the Statutes of the State of Florida and the By-laws of the Company, for the purpose of obtaining the vote of the stockholders of the Company for and against the proposed amendment to the Certificate of Incorporation.

THIRD: That at said meeting of stockholders of said Company, held as aforesaid, the following resolution was submitted to the stockholders for their action:

> "RESOLVED, that Article III of the Certificate of Incorporation of the corporation, as amended by that Certificate of Amendment thereto, filed May 31, 1963, with the Office of the Secretary of State of the State of Florida, be, and the same is, hereby changed, amended and modified to read:
>
> "'The amount of capital stock authorized shall be one million (1,000,000) shares of Common Stock having a par value of One Dollar ($1.00) per share, and five hundred thousand shares (500,000) of Class B common stock, having a par value of One Dollar ($1.00) per share, all of which stock when issued to be fully paid and non-assessable, fully participating as to equity and liquidation rights and having equal voting rights; that each class of stock shall be entitled to dividends as follows:
>
> "'Common Stock and Class B common stock shall be entitled to dividends as declared by the Board of Directors of Company; provided, nevertheless, that there shall never be paid a per share dividend on the Class B common stock in excess of that declared and paid per share of Common Stock; and provided, nevertheless, that dividends may be declared and paid on Common Stock; and provided, further, that Class B common stock may be declared entitled to a lesser dividend than that which may be declared upon Common Stock.
>
> "'Five hundred thousand (500,000) shares of Common Stock shall be reserved to be issued in lieu of Class B common stock, which said Class B common stock shall be convertible into Common Stock as hereinafter provided and, when and as so converted, such Class B common stock shall be canceled and retired and shall not be reissued as such, and the Common Stock shall be increased by an amount thereof equal to the amount of the Class B common stock so converted.
>
> "'Any holder of the Class B common stock may at any time hereafter (unless the shares held by him shall have been called for previous redemption as aforesaid) convert such stock into the Common Stock of the corporation on a share per share

basis at the rate of dollar for dollar of par value, and on presentation and surrender to the corporation at its office, or at any place or places where the corporation shall maintain a transfer agency, of the certificates for shares of the Class B common stock so to be converted, the holder of such stock, if he so elects, shall be entitled to receive in exchange therefor certificates for shares of the fully paid and non-assessable Common Stock of the corporation at the rate aforesaid, all under suitable regulations to be prescribed by the Board of Directors of the corporation.'"

FOURTH: That the stockholders of record holding all of the stock of the corporation affirmatively voted at such stockholders' meeting in favor of such amendment represented by said resolution.

IN WITNESS WHEREOF, the said BURGER KING CORPORATION has made, under its corporate seal and the hand of its President, James W. McLamore, and the hand of its Secretary, David R. Edgerton, Jr., the foregoing Certificate, and the President and Secretary have hereunto respectively set their hands and caused the corporate seal of the said corporation to be hereunto affixed, this 30th day of November, A. D. 1964.

James W. McLamore (SEAL)
James W. McLamore, as President
of Burger King Corporation

(Corporate Seal)

David R. Edgerton (SEAL)
David R. Edgerton, Jr., as Secretary
of Burger King Corporation

STATE OF FLORIDA) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me personally appeared JAMES W. McLAMORE and DAVID R. EDGERTON, JR., respectively as President and Secretary of BURGER KING CORPORATION, a corporation under the laws of the State of Florida, to me known to be the persons who signed the foregoing certificate as such officers, and severally acknowledged the execution thereof to be their free act and deed as such officers of the said company for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 30th day of November, A. D. 1964.

Mildred [illegible]
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:
March 13, 1965