

Merger (Originals not Suitable For Film)
Filed 5-25-70

A-93606 (o)

BURGER KING CURPORATION

Agreement of Merger merging BURGER KING OPERATING COMPANY (3-54655), BURGER KING OF DETROIT, INC., a Mich. corp., BURGER KING OF HOUSTON, INC., a Tex corp., and BURGER KING OF GEORGIA, INC. a Ga. corp. (the foreign not qual. in Fla.)

FILED IN OFFICE OF DEPARTMENT OF STATE, STATE OF FLORIDA, by $\frac{1}{1}$, on $\frac{5/25/70}{}$

TOM ADAMS
SECRETARY OF STATE

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, PLORIDA 33131

TELEPHONE (305) 373-3621 CABLE ADDRESS SHUTTSBO

May 21, 1970

FRANK B SHUTTS (1870-1947) CRATE D BOWEN (1871-1959) J P SIMMONS (1881-1961) P O PREVATT

Mr. Billy W. Gaby, Director Capital Stock Tax Division Department of Revenue Tallahasseo, Florida

Re: Merger of Burger King Corporations

Dear Mr. Gaby:

HARRY N BOUREAU THOMAS H ANDERSON WILLIAM M SIMMONS JR

RICHARD M WHITE HERBERT L NADEAU

JOHN & CHOWNING

PRESTON L PREVATT SENECA B ANDERSON COTTON HOWELL JAMES F DURHAN, II THOMAS L WOLFE

WILLARD R BROWN

ROBERT C SOMMERVILLE _ STEPHEN L PERHONE BOWMAN BROWN ROBERT A JARVIS, JA EDWARD J. WALDRON WILLIAM J. AENDRICK GERALD B JASKI

JOHN B WHITE
ANTONIO MARTINES JR
RICHARO M LESUE
MICHARO MEWGOMM
TRAN V TRAN

An agreement of merger has been filed for three outof-state corporations and one Florida corporation merging into
Burger King Corporation which will remain as the surviving
entity. The Florida corporation which will be merging into
Burger King Corporation is Burger King Operating Company which
was formed in October of 1969. A final tax report regarding
the corporation is enclosed, along with check for the appropriate
tax.

As the merger is to be effective as of May 31, 1970, your prompt attention to this matter and notification of Mr. Allen so that the merger agreement may be filed, would be most appreciated. If there are any questions or problems relating to this matter, please call the undersigned, collect.

Sincerely,

SLP:jh Enclosure Stephen L. Perrone

CC: Mr. Roy L. Allen Warner McLean, Esq., Burger King Maurice L. Strong, Jr., Esq.

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-3621 CABLE ADDRESS "SHUTTSBO"

May 21, 1970

FRANK B SHUTTS [1870-1847] CRATE D. BOWEN (1871-1959] J. P. SIMMONS (1891-1961) P. Q. PREVATT (1891-1963)

HARRY N BOUREAU THOMAS H ANDERSON WILLIAM P. SIMMONS, JR. RICHARD M. WHITE HERBERT L. NADEAU JOHN S. CHOWNING PRESTON L PREVATE SENECA B. ANDERSON MANES F. DURHAM, IL THOMAS L. WOLFE WILLARD R MROWN CHRISTOPHER C. LARIMORE ROBERT E. GUNN JOHN B. WHITE ANTONIO MARTINEZ, JR PHILLIP G. NEWCOMM KARL V. HART ROBERT C. SOMMERVILLE STEPHEN L. PERRONE BOWMAN BROWN ROBERT A. JARVIS, JR. EDWARD J. WALDRON WILLIAM J. KENDRICK GERALD B. JASKI

PERSONAL

SPECIAL DELIVERY

Mr. Roy L. Allen, Chief
Bureau of Corporation Records
State of Florida
Department of State
The Capitol
Tallahassee, Florida 32304

Re: Merger of Burger King Corporation

Dear Mr. Allen:

pursuant to our conversation of May 21, I am enclosing an original and nine (9) copies of the merger agreement between the following corporations:

 Burger King Operating Company, a Florida corporation.

Burger King of Detroit, Inc.,
 a Michigan corporation.

 Burger King of Georgia, Inc., a Georgia corporation.

 Burger King of Houston, Inc., a Texas corporation.

 Burger King Corporation, a Florida corporation.

Our firm check for \$55.00 is enclosed to cover the filing fee (\$10.00) and nine (9) certified copies (\$45.00).

Mr. Roy L. Allen, Chief May 21, 1970 Page 1wo

The first four corporations will be merged into Burger King Corporation, a Florida corporation, with Burger King Corporation being the surviving entity.

The merger is to be filed so that it will be effective as of May 31, 1970.

I would request that seven certified copies be sent to:

Mr. Jerry Dawson C T Corporation System 1820 First National Bank Building Atlanta, Georgia 30303.

Please return the other two certified copies to the undersigned.

As of this date a final corporate tax report for Burger King Operating Company has been filed with the Department of Revenue.

If there are any questions or problems relating to this matter, please telephone the undersigned, collect.

Your assistance in this matter is greatly appreciated.

Very truly yours,

Stephen L. Perrone

SLP:jh Enclosures

cc: Mr. Jerry Dawson

Mr. Billy W. Gaby, Dir., Dept. of Revenue

Maurice L. Strong, Jr., Esq., Secy., Burger King

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, PLORIDA GGIGT

TELEPHONE (305) 373-3621 CABLE ADDRESS "SHUTTSBO"

May 22, 1970

FRANK 8: SHUTTS ((670-1947) CRATE D. BOWEN (1671-1959) J. P. SIMMONS (1691-1961) P. G. PREVATT ((491-1966)

THOMAS H ANDERSON
WILLIAM P SIMMONS, JR.
RICHARD M. WHITE
HEBERT L NADEAU
JOHN S. CHOWNING
PRESTON L PREVATT
SENECA B. ANDERSON
JAMES F. DURHAM, II
THOMAS L. WOLFE
WILLARD R. BROWN
CHRISTOPHER C LARIMORE
ROBERT C GUNN
JOHN B WHITE
ANTONIO MARTINEZ, JR.
RICHARD M LESLIE
PHILLIP G. NEWCOMM
KARL V. HART
ROBERT C. SOMMERVILLE
STEPHEN L PERRONE
BOWMAN BROWN
ROBERT A JARYIS, JR.
EDWARD J. WALDRON
WILLIAM J. KENDRICK
GERALD B. JASNI

HARRY N BOURTAU

5 NETTIE

PERSONAL

SPECIAL DELIVERY

Mr. Roy L. Allen, Chief
Bureau of Corporation Records
State of Florida
Department of State
The Capitol
Tallahassee, Florida 32304

Re: Merger of Burger King Corporation

Dear Mr. Allen:

Enclosed please find first copy of Form DR-105 (Corporation Report and Tax Return for Foreign and Domestic Corporations) due July 1, 1970, for merger of Burger King corporations.

Very truly yours.

Stephen L. Perrone

SLP:jh Enclosure

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-3621 CABLE ADDRESS "SHUTTSBO"

May 25, 1970

FRANK 8, SHUTTS (1870-1847) CRATE D. BOWEN (1871-1959) J. P. SIMMONS (1891-1951) P. G. PREVATT (1891-1958)

AIR MAIL

SPECIAL DELIVERY

Mrs. Mary Rushing Corporate Division Department of State State of Florida The Capitol Tallahassee, Florida 32304

HARRY N BOUREAU

RICHARD M WHITE HERBERT L, NADEAU

JOHN S. CHOWNING PRESION L PREVATE

SENECA B. ANDERSON

CHRISTOPHER C. LARIMORE ROBERT E GUNN JOHN B. WHITE ANTONIO MARTINEZ, JR RICHARD M. LESLIE PHILLIP G. NEWCOMM KARL V HART

ROBERT C. SOMMERVILLE STEPHEN L. PERRONE BOWMAN BROWN ROBERT A JARVIS, JR EDWARD J. WALDRON

WILLIAM J. KENDRICK GERALD B. JASKI

JAMES F. DURHAM, II THOMAS L. WC FE WILLARD R. BROWN

THOMAS H. ANDERSON WILLIAM P. SIMMONS, JR.

Re: Burger King Corporation merger

Dear Mrs. Rushing:

Pursuant to our conversation of May 25, I am enclosing the following documents to be substituted in the original nine (9) copies of the merger agreement previously furnished to you:

- 1. Correct Page 1.
- 2. Corrected Page 8.
- 3. Corrected certification for Burger King of Detroit. (Discard certification by Assistant Secretary for Burger King of Detroit and insert the enclosed).

If there are any questions regarding this matter, please call the undersigned immediately, collect. Your cooperation in this matter is most appreciated.

Very truly yours,

Stephen L. Perrone

SLP:jh Enclosures

AGREEMENT OF MERGER

under the laws of the State of Florida, having been incorporated on June 2, 1936, as South Florida Restaurants, Inc., with this name subsequently being changed to Florida Restaurants, Inc. of June 27, 1956, by amendment to its corporate charter, and its name being further changed to BURGER KING CORPORATION on May 31, 1963, by amendment to its corporate charter. BURGER KING has authorized capital stock of 1,000,000 shares of Class "A" common stock with a par value of One (\$1.00) Dollar per share and 500,000 shares of Class "B" common stock with a par value of One (\$1.00) Dollar per share of which 258,667 shares of Class "A" common stock and 500,000 shares of Class "A" common stock and 500,000 shares of Class "B" common stock are issued and outstanding.

OPERATING COMPANY is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 29, 1969. OPERATING COMPANY has authorized capital stock of 1,000 shares of common stock with a par value of One (\$1.00) Dollar per share of which 1,000 shares are issued and outstanding.

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DETROIT is a corporation organized and existing under the laws of the State of Michigan, having been incorporated on November 15, 1966. DETROIT has authorized capital stock of 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share c' which 1,000 shares are issued and outstanding.

HOUSTON is a corporation organized and existing under the laws of the State of Texas, having been incorporated on April 29, 1964. HOUSTON has authorized capital stock of 10,000 shares of common stock with a par value of One Dollar (\$1.00) per share of which 10,000 shares are issued and outstanding.

GEORGIA is a corporation organized and existing under the laws of the State of Georgia, having been incorporated on November 8, 1963. GEORGIA has authorized capital stock of 100,000 shares of common stock with a par value of One Dollar (\$1.00) per share of which 10,000 shares are issued and outstanding.

The Board of Directors of the CONSTITUENT CURIURA-TIONS deem it desirable and in the best interests of the corporations and their stockholders that OPERATING COMPANY, DETROIT, HOUSTON and GEORGIA be merged into BURGER KING.

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 States of Florida, Texas, Georgia and Michigan, all of which permit the merger of a domestic corporation into a foreign corporation, and Florida, which permits the merger of foreign corporations with a domestic corporation, that OPERATING COMPANY, DETROIT, HOUSTON and GEORGIA be and the same are, hereby merged into BURGER KING, which is one of the CONSTITUENT CORPORATIONS, and it shall be the SURVIVING

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CORPORATION, and the undersigned do hereby agree and prescribe that the laws which shall govern BURGER KING shall be the laws of the State of Florida.

The parties agree to the following terms and conditions of said merger and the mode of carrying the same into effect:

ARTICLE

Name

The name of the SURVIVING CORPORATION is and shall be "BURGER KING CORPORATION" (hereinafter sometimes referred to as SURVIVING CORPORATION).

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by

To manufacture, process, build, install, buy, sell, deal in, store, transport, and otherwise handle sheet metal, ornamental iron; b bronze, copper, and other kinds of metallic materials useful in construction and building.

To acquire by purchase, lease, or otherwise, to equip, maintain, and operate a general machine shop and foundry; to do repairing, welding, brazing, soldering, polishing, moulding, casting, pattern making, blacksmithing, lacquering, enameling, metal stamping and cutting, and electrical work.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, ware, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

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To operate as a commissary for itself or others and to receive, unload, unpack, acquire, store, pack, preserve, protect, handle, load and transport food by motor vehicle, food products, food stuffs, produce, condiments, confections and beverages of all kinds, and any articles, materials, ingredients, guods, wares, merchandise, products, machinery, equipment and property related or incidental thereto or useful, necessary or convenient in connection therewith, and in general to carry on any other business in connection with or related or incidental to the foregoing.

To buy, sell and otherwise deal in meats and poultry for human consumption, both live and dressed, retail and wholesale, slaughtering meat animals for human consumption, processing, dressing, curing, smoking and preparing all kinds of meat and poultry for sale, and distributing the same.

To buy, or otherwise acquire, manufacture, market, prepare for market, sell, import and export food and food products of every class and description, fresh, canned, preserved, frozen, concentrated, or otherwise.

To sell, prepare, cater all food and food service items, both wholesale and retail, to sell all kindred merchandise related to food and food service.

To conduct, operate and carry out a general restaurant business in all its aspects and to provide and maintain houses, inns, restaurants, buildings and other places for the sale of food, beverages and services for profit.

To carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in this state and in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or

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purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred upon corporations by the laws of the State of Florida. The foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

Authorized Stock

The total authorized capital stock of the SURVIVING CORPORATION is 1,000,000 shares of Class "A" common stock, having a par value of One Dollar (\$1.00) per share and 500,000 shares of Class "B" common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Capitalization

The amount of capital with which the SURVIVING CORPORATION shall begin business shall be in excess of \$1,000.00 and not less than the sum of the par value of all par value stock issued and outstanding as a result of this marger.

ARTICLE V

Term of Existence

The term of corporate existence is perpetual.

ARTICLE VI

Board of Directors

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than three (3) or more than seven (7).

ARTICLE VII

Names of Directors

The names and street addresses of the first Directors of the SURVIVING CORPORATION, who shall hold office until their successors be chosen or appointed according to the by-laws of said corporation are as follows:

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<u>Name</u>	Street Address
James W. McLamore	7100 North Kendall Drive Miami, Florida 33156
Arthur A. Rosewall	7100 North Kendall Drive Miami, Florida 33156
Paul S. Gerot	608 Second Avenue South Minneapolis, Minnesota 5540
Terrance Hanold	608 Second Avenue South Minneapolis, Minnesota 5540
rvey C. Fruchauf, Jr.	1704 Guardian Building Detroit, Michigan 48226
Thomas H. Wakefield	150 S. E. Second Street Minut, Florida 33135

ARTICLE VIII

Officers

The names and street addresses of the principal officers of the SURVIVING CORPORATION who shall hold office until their successors be chosen or appointed according to the by-laws of said corporation are as follows:

<u>Name</u>	Office	Street Address
James W. McLamore	President	7100 North Kendali Drive Miami, Florida 33156
J. Thomas Brown	Secretary	7100 North Kendall Drive Miami, Florida 33156
Leslie W. Paszat	Treasurer	7100 North Kendali Drive Miami, Florida 33156

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ARTICLE IX

Preemptive Rights

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE X

Exchange of Stock

The manner of converting the capital stock of OPERATING COMPANY, DETROIT, HOUSTON and GEORGIA into the capital stock of the SURVIVING CORPORATION, BURGER KING, shall be as follows:

- 1. BURGER KING: None of the shares of the One Dollar (\$1.00) par value Class "A" and Class "B" common stock of BURGER KING issued and outstanding at the effective date of this agreement 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. OPERATING COMPANY, DETROIT, HOUSTON and GEORGIA: As all the issued and outstanding stock of OPERATING COMPANY, DETROIT, HOUSTON and GEORGIA is wholly owned by BURGER KING, no stock of the SURVIVING CORPORATION shall be issued in exchange for such shares.

ARTICLE XI

By -I nws

The by-laws of the SURVIVING CORPORATION shall be the present by-laws of BURGER KING until changed or amended as provided therein.

ARTICLE XII

Effect of the Merger

Upon the consummation of the act of merger as provided for herein, OPERATING COMPANY, DETROIT, HOUSTON and GEORGIA shall cease to exist separately and shall be merged with and into BURGER KING, as of midnight May 31, 1970.

The SURVIVING CORPORATION shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges immunities, powers and franchises both of a public and private nature and he subject to all restrictions, disabilities and duties of each of the CONSTITUENT CORPORATIONS, and all property, real, personal and mixed and all debts due to each of the CONSTITUENT CORPORATIONS on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to each CONSTITUENT CORPORATION. shall be vested in the SURVIVING CORPORATION and all property rights, privileges, immunities, powers and franchises and all and every other interest of each CONSTITUENT CORPORATION shall hereafter be as effectually the property of the SURVIVING CORPORATION as they were of the several and respective CONSTITUENT CORPORATIONS. The title to any and all real estate vested by deed or otherwise in any of the said CONSTITUENT CORPORATIONS shall not revert to or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of any and all of said

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CONSTITUENT CORPORATIONS shall be preserved unimpaired, and the respective CONSTITUENT CORPORATION may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations, and duties of each CONSTITUENT CORPORATION 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 merger of the CONSTITUENT CORPORATIONS shall not in any manner impair the rights of any creditor or creditors of any of said CONSTITUENT CORPORATIONS.

If, at any time, the SURVIVING CORPORATION shall deem or be advised that any further assignments, assurances in law, or other things are necessary or desirable to vest in the SURVIVING CORPORATION the title to any property or rights of the CONSTITUENT CORPORATIONS, the proper officers and directors of such CONSTITUENT CORPORATIONS shall and will execute all proper assignments or other papers reasonably required and to do all necessary things or proper to vest title in such property or rights in the SURVIVING CORPORATION and otherwise carry out the intent and purposes of this Agreement.

ARTICLE XIII

Expenses of Merger

The SURVIVING CORPORATION shall pay all expenses of this merger.

ARTICLE XIV

Stockholder Approval

This Agreement has been submitted to the stockholders of each of the CONSTITUENT CORPORATIONS as provided by law, and shall take effect and be deemed and be taken to be the agreement and act of merger of said CONSTITUENT CORPORATIONS by the adoption thereof by the

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votes of the holders of all outstanding shares of the capital stock of each of said CONSTITUENT CORPORATIONS and upon the doing of such other acts and things as shall be required by the laws of Florida, Michigan, Texas and Georgia.

IN WITNESS WHEREOF the said corporations have caused their respective corporate seals to be hereunto affixed and these presents to be signed by their respective Presidents or Vice-Presidents, and attested to by their respective Secretaries or Assistant Secretaries, all thereunto duly authorized, and the majority of directors of each of said corporations have hereuaro set their hands and seals as of the day and

year first above written. BURGER KING CORPORATION, DIRECTORS OF BURGER KING CORPORATION Director EWALL, Director BURGER KING OPERATING COMPAN a Florida corporation

Nocas 4,27,,70 ° DIRECTORS OF BURGER KING OPERATING COMPANY BURGER KING OF DETROIT, INC. A Michigan corporation ATTEST: DIRECTORS OF BURGER KING OF DETROIT, INC. JAMES W. McLAMORE, Director OTROWSKI, Director BURGER KING OF HOUSTON, INC. ATTUST: DIRECTORS OF BURGER KING OF HOUSTON, OTROWSKI, Director

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BURGER KING OF GEORGIA, INC. A Georgia corporation

y: The Williams

ATTEST: / Secretary

DIRECTORS OF BURGER KING OF GEORGIA, INC.

TANES W. MCLAMORE, Director ARTHUR A. ROSEWALL, Directo

S. M. PIOTROWSKI, Director

STATE OF FLORIDA) County of Dade BEFORE ME. personally appeared times W mc famere Thomas Thrune, to me well known, and known to me to be the individuals described in and who executed the foregoing Agraement of Merger, as __ Theatdest of BURGER KING CORPORATION, a Florida corporation, and severally acknowledged to and before me that they executed such Agreement as such , 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 Agreement by due and regular corporate authority, and that said Agreement is the free act and deed of said corporation. WITNESS my hand and official scal, this /atl day of con A Willia My Commission Expires: NOTARY PUBLIC STATE OF FLORIDA AT UNRIGH MY COMMANDION EXPLICES FULL 7, 197 DOMDED THEN FRED W. DIESTELHORST STATE OF FLORIDA)

County of Dade .)

BEFORE ME, personally appeared PAUL S. GEROT, TERRANCE HANOLD, JAMES W. MCLAMORE, HARVEY C. FRUEHAUF, JR., THOMAS H. WAKEFIELD and ARTHUR A. ROSEWALL, as Directors of BURGER KING CORPORATION, a Florida corporation, to me well known and known to be the persons described in and who executed the foregoing Agreement of Merger and acknowledged to and before me that they executed said Agreement for purposes therein expressed.

WITNESS my hand and official scal, this 134 day of

, 1970

Jean H. Willia Notary Public

My Commission Expires: NOTARY PUBLIC, STATE OF FLORIDA AT LARGE MY COMMADDICT EMPTION JAJA 7, 1974 BONDAD THIN TRED W. DIESTELHORST

The second of th
1 of the transfer thy appears, it James W. McLamore
11 1. Thomas Brown , to me well known, and known to me to
be the sufficients described in and who executed the foregoing
hereement of Hergae, as President and Secretary
BURGER KING OF GEORGIA, INC.
and neverally admostedged to and before no that they executed
such agreement as such President and Secretary
, respectively, of said correction, and that the seal
affixed to the for going Agreement is the corporate seal of said
componention and that it was affined to said Agreement by due and
regular corporate authority, and that said Agreement is the Erec
act and deed of said corporation.
WITHINGS my hand and official scal, this /Jel day of
)/k/k , 1970.
Han N. Tulla
My Committed on Impaires: Notare puties state of Florida at Large My Commission English 7, 1974 BURGET HIM FRED IA DISSELECTED BURGET HIM FRED IA DISSELECTED BURGET HIM FRED IA DISSELECTED
STATE OF FLOREDA)
) SS County of Dade)
James III Malanana
of BURGER KING OF GEORGIA, INC.
to me well known and known to be the persons described in and who
executed the foregoing Agreement of Merger and acknowledged to
and before me that they executed said Agreement for purposes therein
expressed.
WITHESS by hand and official seal, this 19th day of
Jean H. Willie

ry Public

My Commission Expires:

HOTARY PUBLIC, STATE OF FLORIDA AT LARGE MY COMMISSION EXPIRES JACK. 7, 1974 BONDED THRU FRED W. DIESTELHOAST

material Res. personally by graned ______ James W. McLamore and J. Thomas Brown , to me well hasta, and hasta to me to be the individual, described in the who executed the foregoing representation of Height, as President BURGER KING OF HOUSTON, INC. and selecally accession of to and herero me that they executed and Secretary such Agreement as such President , respectively, of said corporation, and the the serie affilited to the tempoing hymnoment is the corporate soul of said corneration and that it was affixed to said Agreement by due and require corporate rothority, and that said Agreement is the free act and deed of said corporation. WITHESS by hand and official seal, this 12th day of Jean Il Ville My Commission Dupines: NOTARY FULLIS STATE OF FLORIDS AT LANCE MY COMMISSION ENTRY 7, 1974 ECHELO THEO FRED W. DIESTELHORST STATE OF FLORIDA) County of Dade .) _ BEFORE DEE, personally appeared _____ James W. McLamore Arthur A. Rosewall , and S. M. Piotrowski BURGER KING OF HOUSTON, INC. ο£ to me well known and known to be the persons described in and who executed the foregoing Agreement of Horger and schnowledged to and before no that they executed said Agreement for purposes therein empresaud. WITHESS my hand and official seal, this 18.11 day of Notary Public Dy Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE MY COMMINISTRAY EXTURES JACK 7, 1974 BONDED THRU FRED W. DICSTELLIDIEST

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STATE OF FLORIDA)) SS	* *			
County of Dade .)				
BEYORD HD.	porsonally	appeared	James W.	McLamore
Arthur A. Rosewall	, and S	M. Piotrow	ski	, as Directors
of BURGER KIN	G OF DETRO	IT, INC.		
to me well known and	l Janovan to be	c the person	ns des c ribe	ed in and who
executed the foregoi	ng Agreement	L of Merger	and acknow	vledged to
and before me that t	hey executor	l said Agree	ment for i	ourposes therei
expressed.	. =	· ===		
WITHUSS my	hand and o	fficial seal	, this <u>/4</u>	day of
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I, HAYES T. O'BRIEN, Assistant Secretary of BURGE! KING CORPORATION, a Florida corporation, do hereby certify that the attached AGREEMENT OF MERGER fa a true and exact copy of the AGREEMENT OF MERGER which was unanimously approved and adopted at a regular quarterly meeting of the Board of Directors of sald corporation held, on the 4th day of May, 1970, pursuant to proper notice, and that all of the Directors were present and voting throughout.

I FURTHER CERTIFY that the said AGREEMENT OF MERGER was approved at a Special Stockholder Meeting held in accordance with proper notice to the sole stockholder of the corporation on the 4th day of May, 1970, and that the duly authorized representative of said sole stockholder was present and voting throughout, and that all outstanding shares of the corporation were voted in favor of the approval of the said AGREEMENT OF MERGER.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 14 day of

BURGER KING CORPORATION .

CERTIFICATION

I. HAYES T. O'BRIEN, Assistant Secretary of BURGER
KING OPERATING COMPANY, a Florida corporation, do hereby
certify that the attached AGREEMENT OF MERGER is a true
and exact copy of the AGREEMENT OF MERGER which was unanimously approved and adopted at a special meeting of the Board of
Directors of said corporation held on the 1st day of May, 1970, at
which meeting all of the Directors were present and voting throughout.

Meeting of BURGER KING OPERATING COMPANY, a Florida corporation, held on the 1st day of May, 1970, the attached AGREEMENT OF MERGER was approved by the duly authorized representatives of the sole stockholder of said corporation, being BURGER KING CORPORATION, who were present and voting throughout, and that all of the outstanding shares of the corporation were voted in favor of approval of the said AGREEMENT OF MERGER.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 14 day of May , 1970.

BURGER KING OPERATING COMPANY

Hayes T/C Brien Assistant Secretary

CERTIFICATION

I, HAYES T. O'BRIEN, Assistant Secretary of BURGER KING OF HOUSTON, INC., a Texas corporation, do hereby certify that the attached AGREEMENT OF MERGER is a true and exact copy of the AGREEMENT OF MERGER which was manimously approved and adopted at a special meeting of the Board of Directors of said corporation held on the 1st day of May, 1970, at which meeting all of the Directors were present and voting throughout.

Meeting of BURGER KING OF HOUSTON, INC., a Texas corporation, held on the 1st day of May, 1970, the attached AGREEMENT OF MERGER was approved by the duly authorized representatives of the sole stockholder of said corporation, being BURGER KING CORPORATION, who were present and voting throughout, and that all of the outstanding shares of the corporation were voted in favor of approval of the said AGREEMENT OF MERGER.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the scal of said corporation to be hereunto affixed this 14 day of _____ May ___, 1970.

BURGER KING OF HOUSTON, INC.

Hayes J. O'Brien Massistant Secretary

CURTITICATION

No. S. M. Piotrowski

Hayes T. O'Brien

, Vice President

Assistant Secretary of

BURGER KING OF DETROIT, INC., a corporation organized and exist ing under the Michigan General Corporation Act, hereby certif as such Vice President and Assistant Secretary and under the seal of the said corporation, that the agreement of merger to which this certificate is attached, after baving been first duly steamed by at least a majority of the directors of the corporation, and by at least a majority of the directors of Discours KIRG CORPORATION, a componstion incorporated and existing ander the leve of the State of Florida, was duly submitted. to the stopphotocome of mader Kins or burnott, inc., at a speet traction, of the smalders called for the purpose of considering and taking nation on the proposed agreement of merger, and that all the shareholders have executed a written waiver of notice of such meeting, which meeting was held separately from the meeting of shareholders of the other corporation, party to thus correspond, on the 1st day of May, 1970; and we further To gartify that one thousand (1,000) common shares were outstanding on the date the meeting was held; that the holders of all one thrusard (1,000) common shares voted by ballot in favor of approval, the said affirmative vote representing at least twothirds of the total number of the outstanding shares, and that thereby the igreement of Merger was at the meeting duly adopted as the act of the shareholders of BURGER KING OF DETROIT, INC. and the duly adopted agreement of the corporation.

IN WITHESS WHEREOF, we have hereunto set our hands

and at fixed hereto the corporate real, thin 12th day of May S.A.M.X.Plotrowski (comparate post) got at the years of ្រាស សាស្ត្រ **14th** កិច្ចក្រ the state aforestile programming som saver S. M. Plotrowski Hayes T. O'Brien there to to to be the hashastata . Secretary of render Or Division, D. 1., a co remainment and existing with the mention conord corporation hot, and known to be to be the port as where names are subscribed to the foregoing Agent Percer as men Vice President find as Truck Assi and they acknowledged that they eighed tealed the Jareshall of Berger as their free and voluntary act, as Vice Papers of and as such Aggintant secretory, and as their from and you natury pot, doed and agreement of the corporation. ter the upon and purposen therein set forth, and further bea knowledged the Agreement of berger to be the act deed and an

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CERTIFICATION

I, HAYES T. O'BRIEN, Assistant Secretary of BURGER KING OF GEORGIA, INC., a Georgia corporation, do hereby certify that the attached AGREEMEN MERGER is a true and exact copy of the AGRI EMENT OF MERGER which was unanimously approved and adopted at a special meeting of the Board of Directors of said corporation held on the 1st day of May, 1970, at which meeting all of the Directors were present and voting throughout.

Meeting of BURGER KING OF GEORGIA, INC., a Georgia corporation, held on the 1st day of May, 1970, the attached AGREEMENT OF MERGER was approved by the duly authorized representatives of the sole stockholder of said corporation, being BURGER KING CORPORATION, who were present and voting throughout, and that all of the outstanding shares of the corporation were voted in favor of approval of the said AGREEMENT OF MERGER.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and caused the seal of said corporation to be hereunto affixed this 14 day of May 1970.

BURGER KING OF GEORGIA, INC.

Hayes I/ O Brien

and held as required by the provisions of Section 52 of the Michigan General Corporation Nat. by the affirmative vote of the holders of at least two-thirds of the total number of outstanding chares.

Jean H. Wille

Notary Public, State of Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE MY COMMUNICION EXCIPES JAIN, 7, 1974 ECADES THRE FRED W. DISSILLAGREY