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Merger (Originals not suitable for film)

Filed 5-25-70

3/pgs.

A-93606 (o)

BURGER KING CORPORATION

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.)
into above corp.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.
by jl on 5/25/70

TOM ADAMS
SECRETARY OF STATE

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-3621

CABLE ADDRESS "SHUTTSSB"

FRANK B. SHUTTS

(1870-1947)

CRATE D. BOWEN

(1871-1955)

J. P. SIMMONS

(1881-1961)

P. G. PREVATT

(1891-1965)

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

May 21, 1970

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

Re: Merger of Burger King Corporations

Dear Mr. Gaby:

An agreement of merger has been filed for three out-of-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.

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-3621

CABLE ADDRESS "SHUTTSBO"

May 21, 1970

HARRY N. BOUREAU
THOMAS H. ANDERSON
WILLIAM P. SIMMONS, JR.
RICHARD M. WHITE
HERBERT 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 E. GUNN
JOHN B. WHITE
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RICHARD M. LESLIE
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BOWMAN BROWN
ROBERT A. JARVIS, JR.
EDWARD J. WALDRON
WILLIAM J. KENDRICK
GERALD B. JASKI

FRANK B. SHUTTS
(1870-1947)
CRATE D. BOWEN
(1871-1959)
J. P. SIMMONS
(1891-1961)
P. G. PREVATT
(1891-1968)

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:

1. Burger King Operating Company,
a Florida corporation.
2. Burger King of Detroit, Inc.,
a Michigan corporation.
3. Burger King of Georgia, Inc.,
a Georgia corporation.
4. Burger King of Houston, Inc.,
a Texas corporation.
5. 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).

NETTIE
Please handle
Don't know
you have any problem?
DHC

FILED
MAY 25 11 00 AM '70
TALLAHASSEE, FLORIDA

CHECK
FEE
10.00
45.00
55.00

SHUTTS & BOWEN

Mr. Roy L. Allen, Chief
May 21, 1970
Page two

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

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW

TENTH FLOOR FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-3621

CABLE ADDRESS "SHUTTSBO"

May 22, 1970

HARRY N. SOUREAU
THOMAS H. ANDERSON
WILLIAM P. SIMMONS, JR.
RICHARD M. WHITE
HERBERT 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. JARVIS, JR.
EDWARD J. WALORON
WILLIAM J. KENDRICK
GERALD B. JASKI

FRANK B. SHUTTS
(1870-1947)

CRATE D. BOWEN
(1871-1959)

J. P. SIMMONS
(1891-1961)

P. G. PREVATT
(1891-1966)

TO 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

Stephen L. Perrone

SLP:jh
Enclosure

SHUTTS & BOWEN

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 B. SHUTTS
(1870-1947)

CRATE D. BOWEN
(1871-1959)

J. P. SIMMONS
(1891-1961)

P. G. PREVATT
(1891-1958)

HARRY N. BOUREAU
THOMAS H. ANDERSON
WILLIAM P. SIMMONS, JR.
RICHARD M. WHITE
HERBERT 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 E. GUNN
JOHN B. WHITE
ANTONIO MARTINEZ, JR.
RICHARD M. LESLIE
PHILLIP G. NEWCOMM
KARL V. HART
ROBERT C. SUMMERVILLE
STEPHEN L. PERRONE
BOWMAN BROWN
ROBERT A. JARVIS, JR.
EDWARD J. WALDRON
WILLIAM J. KENDRICK
GERALD B. JASKI

AIR MAIL

SPECIAL DELIVERY

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

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

THIS AGREEMENT made this 24th day of March, 1970, by and between BURGER KING CORPORATION, (BURGER KING), a Florida corporation, and BURGER KING OPERATING COMPANY (OPERATING COMPANY), a Florida corporation; BURGER KING OF DETROIT, INC. (DETROIT), a Michigan corporation; BURGER KING OF HOUSTON, INC. (HOUSTON), a Texas corporation, and BURGER KING OF GEORGIA, INC. (GEORGIA), a Georgia corporation. All of the above corporations, including BURGER KING, shall sometimes be referred to as "CONSTITUENT CORPORATIONS."

BURGER KING is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 2, 1956, as South Florida Restaurants, Inc., with this name subsequently being changed to Florida Restaurants, Inc. on 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 "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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CLERK OF DISTRICT COURT
MICHIGAN

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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 of 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 CORPORATIONS 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 I

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 this corporation is:

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, enamelling, 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, goods, 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 merger.

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).

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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:

<u>Name</u>	<u>Street Address</u>
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 55402
Terrance Hanold	608 Second Avenue South Minneapolis, Minnesota 55402
Harvey C. Fruehauf, Jr.	1704 Guardian Building Detroit, Michigan 48226
Thomas H. Wakefield	150 S. E. Second Street Miami, 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>	<u>Office</u>	<u>Street Address</u>
James W. McLamore	President	7100 North Kendall Drive Miami, Florida 33156
J. Thomas Brown	Secretary	7100 North Kendall Drive Miami, Florida 33156
Leslie W. Paszat	Treasurer	7100 North Kendall 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.

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4/27/70

ARTICLE XI

By-Laws

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 be 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

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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4/27/70

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 hereunto set their hands and seals as of the day and year first above written.

BURGER KING CORPORATION,
a Florida corporation

By: James W. McNamee
President

ATTEST: Thomas B. Smith
Secretary

DIRECTORS OF BURGER KING CORPORATION

Paul S. Gerot
PAUL S. GEROT, Director

Harvey C. Fruehauf, Jr.
HARVEY C. FRUEHAUF, Jr., Director

Terrance Hanold
TERRANCE HANOLD, Director

Thomas H. Wakefield
THOMAS H. WAKEFIELD, Director

James W. McNamee
JAMES W. MCNAMEE, Director

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

BURGER KING OPERATING COMPANY
a Florida corporation

By: James W. McNamee
President

ATTEST: Thomas B. Smith
Secretary

Noted
4-27-70

DIRECTORS OF BURGER KING OPERATING COMPANY

James W. McLamore
JAMES W. McLAMORE, Director

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

S. M. Piotrowski
S. M. PIOTROWSKI, Director

BURGER KING OF DETROIT, INC.
A Michigan Corporation

By:

James W. McLamore
President

ATTEST:

L. Thomas Brown
Secretary

DIRECTORS OF BURGER KING OF DETROIT, INC.

James W. McLamore
JAMES W. McLAMORE, Director

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

S. M. Piotrowski
S. M. PIOTROWSKI, Director

BURGER KING OF HOUSTON, INC.
a Texas corporation

By:

James W. McLamore
President

ATTEST:

L. Thomas Brown
Secretary

DIRECTORS OF BURGER KING OF HOUSTON, INC.

James W. McLamore
JAMES W. McLAMORE, Director

Arthur A. Rosewall
ARTHUR A. ROSEWALL, Director

S. M. Piotrowski
S. M. PIOTROWSKI, Director

ASL:PA
4/27/70

BURGER KING OF GEORGIA, INC.
A Georgia corporation

By: [Signature]
President

ATTEST: [Signature]
Secretary

DIRECTORS OF BURGER KING OF GEORGIA, INC.

[Signature] [Signature]
JAMES W. McLAMORE, Director ARTHUR A. ROSEWALL, Director

[Signature]
S. M. PIOTROWSKI, Director

STATE OF FLORIDA)
) SS
County of Dade)

BEFORE ME, personally appeared James W. McNamee
and S. Thomas Barron, to me well known, and known to me to
be the individuals described in and who executed the foregoing
Agreement of Merger, as President and Secretary
_____ of BURGER KING CORPORATION, a Florida corporation, and
severally acknowledged to and before me that they executed such
Agreement as such President and Secretary
_____, respectively, of said corporation, and that the seal af-
fixed 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 seal, this 12th day of

May, 1970.

James H. Willis
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUL. 7, 1974
BONDED THRU FRED W. DIESTELHORST

STATE OF FLORIDA)) SS
County of Dade .)

BEFORE ME, personally appeared PAUL S. GEROT, TERRANCE HAROLD, JAMES W. McIAMORE, HARVEY C. FRUENDAUF, 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 seal, this 12th day of

May, 1970

Dean H. Willis
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
BONDED THRU FRED W. DRESELHOFER

James W. McLamore

1. J. Thomas Brown, to me well known, and known to me to
be the individuals described in and who executed the foregoing
Agreement of Merger, as President and Secretary

of **BURGER KING OF GEORGIA, INC.**

such Agreement as such _____ President and 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 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 seal, this 12th day of

May, 1970.

My commission expires:
NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
DONOR NAME FRED W. BIESELMORST

Jean H. Gillis
 1000 1st St. N. W.
 Washington, D. C.

STATE OF FLORIDA)
) SS
County of Dade)

BEFORE ME, personally appeared James W. McLamore

Arthur A. Rosewall, and S. M. Piotrowski, as Directors
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.

WITNESS my hand and official seal, this 12th day of

May, 1970.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
BONDED THRU FRED W. DIESTELHORST

Jean H. Willie
Notary Public

1970, personally appeared James W. McLamore
and J. Thomas Brown, to me well known, and known to me to
be the individuals described in and who executed the foregoing
Agreement of Merger, as President and Secretary
of BURGER KING OF HOUSTON, INC.
and personally acknowledged to and before me that they executed
such Agreement as such President and 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 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 seal, this 12th day of

May, 1970.

Jean M. Willis
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
BONDED THRU FRED W. DIESTELHORST

STATE OF FLORIDA)
County of Dade) SS

BEFORE ME, personally appeared James W. McLamore
Arthur A. Rosewall, and S. M. Piotrowski, as Directors
of BURGER KING OF HOUSTON, 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.

WITNESS my hand and official seal, this 10th day of

May, 1970.

Jean M. Willis
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
BONDED THRU FRED W. DIESTELHORST

STATE OF FLORIDA)
County of Dade)

BEFORE ME, personally appeared James W. McLamore
and J. Thomas Brown, to me well known, and known to me to
be the individuals described in and who executed the foregoing
Agreement of Merger, as President and Secretary
of BURGER KING OF DETROIT, INC.

and severally acknowledged to and before me that they executed
such Agreement as such President and 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 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 seal, this 12th day of

May, 1970.

Jean H. Willis
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
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BONDED THRU FRED W. DIESTELHORST

STATE OF FLORIDA)
County of Dade)

BEFORE ME, personally appeared James W. McLamore
Arthur A. Rosewall, and S. M. Piotrowski, as Directors
of BURGER KING OF DETROIT, 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.

WITNESS my hand and official seal, this 12th day of

May, 1970.

Jean H. Willis
Notary Public

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NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
BONDED THRU FRED W. DIESTELHORST

STATE OF FLORIDA)
County of Dade) SS

BEFORE ME, personally appeared James W. McLamore
and J. Thomas Brown, to me well known, and known to me to
be the individuals described in and who executed the foregoing
Agreement of Merger, as President and Secretary

of BURGER KING OPERATING COMPANY
and severally acknowledged to and before me that they executed
such Agreement as such President and 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 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 seal, this 12th day of

May, 1970.

John H. Willis
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
BONDED THRU FRED W. DIESTELHORST

STATE OF FLORIDA)
County of Dade) SS

BEFORE ME, personally appeared James W. McLamore
Arthur A. Rosewall, and S. M. Piotrowski, as Directors
of BURGER KING OPERATING COMPANY

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 seal, this 10th day of

May, 1970.

John H. Willis
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
BONDED THRU FRED W. DIESTELHORST

CERTIFICATION

I, HAYES T. O'BRIEN, Assistant Secretary of BURGER KING CORPORATION, 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 regular quarterly meeting of the Board of Directors of said 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 May, 1970.

BURGER KING CORPORATION

Hayes T. O'Brien
Hayes T. O'Brien
Assistant Secretary

(SEAL)

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.

I FURTHER CERTIFY that at a Special Stockholders 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. O'Brien
Hayes T. O'Brien
Assistant Secretary

(SEAL)

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 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.

I FURTHER CERTIFY that at a Special Stockholders 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 seal of said corporation to be hereunto affixed this 14 day of May, 1970. ✓

BURGER KING OF HOUSTON, INC.

Hayes T. O'Brien
Hayes T. O'Brien
Assistant Secretary

(SEAL)

CERTIFICATION

We, S. M. Plotrowski, Vice President
and Hayes T. O'Brien, Assistant Secretary of

BURGER KING OF DETROIT, INC., a corporation organized and existing under the Michigan General Corporation Act, hereby certify, 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 having been first duly signed by at least a majority of the directors of the corporation, and by at least a majority of the directors of BURGER KING CORPORATION, a corporation incorporated and existing under the laws of the State of Florida, was duly submitted to the shareholders of BURGER KING OF DETROIT, INC., at a special meeting of shareholders called for the purpose of considering and taking action 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 this agreement, on the 1st day of May, 1970; and we further certify that one thousand (1,000) common shares were outstanding on the date the meeting was held; that the holders of all one thousand (1,000) common shares voted by ballot in favor of approval, the said affirmative vote representing at least two-thirds of the total number of the outstanding shares, and that thereby the agreement 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 WITNESS WHEREOF, we have hereunto set our hands

and affixed hereto the corporate seal, this 12th day of May
1970.

(Corporate Seal)

S. M. Plotrowski
Vice President S. M. Plotrowski

Hayes T. O'Brien
Assistant Secretary Hayes T. O'Brien

(Signature of Secretary)
(Signature of Secretary)
(Signature of Secretary)

On this 14th day of May, 1970, before me,

Notary Public in and for said county, by the state aforesaid,
personally appeared S. M. Plotrowski

to be the Vice President and Hayes T. O'Brien

Assistant Secretary of the said corporation.

Know all men by these presents, that the said corporation, and existing under

the Michigan General Corporation Act, and known to me to be the

party as whose names are subscribed to the foregoing Agreement of

Merge as such Vice President and as such Assistant Secretary,

and they acknowledged that they signed, sealed and delivered

the Agreement of Merge as their free and voluntary act, as such

Vice President and as such Assistant Secretary, and as their

free and voluntary act, deed and agreement of the corporation,

for the uses and purposes therein set forth, and further do

acknowledged the Agreement of Merge to be the act, deed and agree-

ment of the corporation, all by authority of the board of direct-

ors of the corporation and by authority of a resolution adopted

by ballot, at a special meeting of the shareholders duly called

8-14-70

CERTIFICATION

I, HAYES T. O'BRIEN, Assistant Secretary of BURGER KING OF GEORGIA, INC., a Georgia 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.

I FURTHER CERTIFY that at a Special Stockholders 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 T. O'Brien
Hayes T. O'Brien
Assistant Secretary

(SEAL)

and held as required by the provisions of Section 52 of the
Michigan General Corporation Act, by the affirmative vote of
the holders of at least two-thirds of the total number of out-
standing shares.

Jean H. Willis
Jean H. Willis
Notary Public, State of Florida
at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 7, 1974
DECEDED FRED W. BRESTLMORSE