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Amendment
Filed 10-19-65

5 pgs.

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BURGER KING CORPORATION

Amendment.

III

FILED IN OFFICE OF SECRETARY OF STATE, STATE OF FLORIDA, by MRC on Oct. 19, 1965

TOM ADAMS
SECRETARY OF STATE

corp-1

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

CABLE ADDRESS
WAKEWOOD

October 15, 1965

RECEIVED
OCT 19 8 15 AM '65
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Burger King Corporation

Dear Mr. Adams:

Enclosed please find Certificate of Amendment to Certificate of Incorporation of the above corporation, together with our check of $13.00, representing a filing fee of $10.00 and $3.00 for a certified copy. We shall appreciate your forwarding the certified copy to this office.

Thank you.

Very truly yours,

WAKEFIELD AND UNDERWOOD

BY:

RGH:W

10.00
3.00
13.00
13.00

OCT 18 65 2 55800 ****13.0
OCT 18 65 2 55700 ****10.0

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION

OF

BURGER KING CORPORATION.

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

RECEIVED
OCT 19 8 15 AM '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:

APPROVED AND FILED

FIRST: That at a meeting of the Board of Directors of Burger King Corporation (hereinafter called the "Company"), held on the 17th day of September, 1965, 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 number of the Board of Directors to be not less than three (3) nor more than eleven (11).

SECOND: That in accordance with the above described resolution of the Board of Directors, a meeting of the stockholders of the company was duly and legally held on the 17th day of September, 1965, 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 the said meeting of stockholders of said Company, held as aforesaid, the following resolution was submitted to the stockholders for their action:

"RESOLVED, that Article VII of the certificate of incorporation of this corporation, as heretofore amended, be and the same is hereby changed, amended and modified to read:

'The number of its directors shall be not less than three (3) nor more than eleven (11), to be fixed from time to time by the by-laws 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 15th day of October, 1965.

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

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

CS

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 organized and existing 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 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 the said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 15th day of October, 1965.

Notary Public, State of Florida at Large

My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires Jan. 6, 1968