193606

VIA FEDERAL EXPRESS (Two Day)

December 11, 2000

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Merger of THE RESTAURANT UNITS CORPORATION, a Delaware corporation, Into BURGER KING CORPORATION, a Florida corporation
Certificate of Merger

Gentlemen:

Enclosed please find the following items to effect the merger of THE RESTAURANT UNITS CORPORATION, a Delaware corporation, into BURGER KING CORPORATION ("BKC"), a Florida corporation, with BKC being the surviving corporation:

1. Burger King Corporation's check number 00334735, dated November 8, 2000, in the amount of Three Hundred Sixty-Seven and 50/100 ($367.50) Dollars made payable to the Florida Secretary of State. This amount is comprised of the merger fee of $35.00 and certified copy fee of $332.50 for thirty-eight (38) certified copies at $8.75 per certified copy.

2. Original Articles of Merger of THE RESTAURANT UNITS CORPORATION into BURGER KING CORPORATION.

Please have the Articles of Merger placed of record with the Secretary of State and provide me with thirty-eight certified copies for our records at the address listed below.

Should you have any questions, please do not hesitate to contact me at 305/378-3264.

Thank you for your cooperation in this matter.

FILED
01 FEB -7 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

BURGER KING CORPORATION

Lisa Wilson

Lisa Wilson
Legal Assistant

merger

cc: Elsie Romero

S. PAYNE FEB 8 - 2001

File as is

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE RESTAURANT UNITS CORPORATION, a nonqualified Delaware corporation

INTO

BURGER KING CORPORATION, a Florida entity, 193606

File date: February 7, 2001

Corporate Specialist: Susan Payne

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 2000

Lisa Wilson, Legal Assistant
Burger King Corporation
17777 Old Cutler Road
Miami, FL 33157

SUBJECT: BURGER KING CORPORATION
Ref. Number: 193606

We have received your document for BURGER KING CORPORATION and check(s) totaling $367.50. However, your check(s) and document are being returned for the following:

The fee to file articles of merger is $35 per party. An additional $35 is due for the merger.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 600A00062805

VIA FEDERAL EXPRESS (Two Day)

February 5, 2001

Susan Payne
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Merger of THE RESTAURANT UNITS CORPORATION, a Delaware corporation, Into BURGER KING CORPORATION, a Florida corporation
Certificate of Merger

Dear Susan:

Enclosed please find the following items to effect the merger of THE RESTAURANT UNITS CORPORATION, a Delaware corporation, into BURGER KING CORPORATION ("BKC"), a Florida corporation, with BKC being the surviving corporation:

1. Burger King Corporation's check number 00352809, dated February 5, 2001, in the amount of Four Hundred and Two and 50/100 ($402.50) Dollars made payable to the Florida Secretary of State. This amount is comprised of the merger fee of $70.00 and certified copy fee of $332.50 for thirty-eight (38) certified copies at $8.75 per certified copy.

2. Original Articles of Merger of THE RESTAURANT UNITS CORPORATION into BURGER KING CORPORATION.

Please have the Articles of Merger placed of record with the Secretary of State and provide me with thirty-eight certified copies for our records at the address listed below.

Should you have any questions, please do not hesitate to contact me at 305/378-3264.

Thank you for all your help and I appreciate your patience.

Very truly yours,

BURGER KING CORPORATION

Lisa

Lisa Wilson
Legal Assistant

BURGER KING CORPORATION
17777 Old Cutler Road • Miami, Florida 33157 • (305) 378-7011

A Diageo Company

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF THE RESTAURANT UNITS CORPORATION
INTO
BURGER KING CORPORATION

The following articles of merger are being submitted in accordance with section(s) 607.1107, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation is:

Name	Jurisdiction
Burger King Corporation 17777 Old Cutler Road Miami, FL 33157	Florida

SECOND: The name and jurisdiction of the **merging** corporation is:

Name	Jurisdiction
The Restaurant Units Corporation c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801	Delaware

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by **surviving** corporation –

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 31, 2000 and shareholder approval was not required.

SIXTH: Adoption of Merger by **merging** corporation –

The Plan of Merger was adopted by the board of directors of the merging corporation on October 3, 2000 and shareholder approval was not required.

SEVENTH: SIGNATURE(S) FOR EACH CORPORATION:

Name of Entity	Signatures(s)	Typed or Printed Name of Individual
Burger King Corporation	By: Attest:	W. Barry Blum Vice President Elsie Romero Associate General Counsel and Assistant Secretary
The Restaurant Units Corporation	By: Attest:	Mark A. Ferrucci President A. M. Horne, Secretary

PLAN OF MERGER

The following plan of merger, which was adopted and approved by the Boards of Director of each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202 of the Florida Statutes, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party is as follows:

Name	Jurisdiction
The Restaurant Units Corporation c/o Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801	Delaware

The name of the Merging Corporation is and shall be THE RESTAURANT UNITS CORPORATION, which corporation is governed by the laws of the State of Delaware.

SECOND: The exact name and jurisdiction of the surviving party is as follows:

Name	Jurisdiction
Burger King Corporation 17777 Old Cutler Road Miami, FL 33157	Florida

The name of the Surviving Corporation is and shall be BURGER KING CORPORATION, which corporation is governed by the laws of the State of Florida.

THIRD: 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 the Surviving Corporation.

Exchange of Stock

The authorized and outstanding capital stock of the Surviving Corporation and Merging Corporation is as follows:

Corporation	Class	Par Value	Shares Authorized	Shares Outstanding
Burger King Corporation	Ordinary	$1.00	1,053,507	1,053,507
The Restaurant Units Corporation	Ordinary	$1.00	100	100

All of the outstanding shares of capital stock of the Merging Corporation are owned by the Surviving Corporation, through process of merger, whereby all assets of The Restaurant Units Corporation are passed to Burger King Corporation effective the date of filing of the Articles of Merger with the Secretary of State of Florida.

The manner and basis of converting the capital stock of the Merging Corporation 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. Merging Corporation: As all of the issued and outstanding shares of capital stock of the Merging Corporation 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.

Effective Date

The merger shall become effective as of the date of filing of the Articles of Merger with the Secretary of State of Florida and the Secretary of State of Delaware.

Effect of the Merger

Upon the effective date of the merger, the Merging Corporation shall cease to exist separately and shall be merged with and into the Surviving Corporation.

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 respective Merging Corporation, and all property, real, personal and mixed and all debts due to the Merging Corporation, on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation and all property, rights, privileges, immunities, powers and franchises and all and every other interest of the Merging Corporation shall hereafter be as effectually the property of the Surviving Corporation as they were of the Merging Corporation. The title to any and all real estate vested by deed or otherwise in the Merging Corporation 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 Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the merger, and the respective Merging Corporation may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, obligations and duties of the Merging 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 the merger of the Merging Corporation shall not, in any manner, impair the rights of any creditor or creditors of said Merging Corporation.

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 Merging Corporation, the proper officers and directors of such Merging Corporation 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 Merging Corporation or otherwise to take any and all such action.

FOURTH: The Surviving Corporation shall pay all expenses of merger.

FIFTH: Service of Process, Etc.

The Surviving Corporation may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of the Merging Corporation and in any proceeding for the enforcement of the rights of a dissenting stockholder of the Merging Corporation against the Surviving Corporation.

The Secretary of State of the State of Florida shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding; the address to which a copy of the service of process in any such proceeding shall be mailed is: W. Barry Blum, General Counsel, Burger King Corporation, 17777 Old Cutler Road, Miami, FL 33157.

SIXTH: 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 Merging Corporation, 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.

SEVENTH: 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

Maureen B. Bellantoni
W. Barry Blum
Stephen Cerrone
Mikel Durham
Julio Ramirez
Colin Storm
Paul Walsh, Chairman

OFFICERS

Colin Storm	Chief Executive Officer
Vincent L. Berkeley	Senior Vice President, Worldwide Diversity Resources
Roy E. Blauer	Senior Vice President, U.S. Company Restaurants
Stefan A. Bomhard	Senior Vice President, Marketing
Stephen J. Cerrone	Senior Vice President, Worldwide Human Resources
Thomas R. Giordano	Senior Vice President, Worldwide Management

	Information Systems and Chief Information Officer
Tulin Tuzel	Senior Vice President, Chief Technology Officer
Julio A. Ramirez	Senior Vice President, U.S. Franchise Operations and Development
Mikel Durham	President, North America
Enrique Silva	President, Latin America
Nick Ainley	Vice President, Worldwide Organization and Management Development
Maureen B. Bellantoni	Chief Financial Officer, North America
W. Barry Blum	Vice President, General Counsel, North America and Secretary
Bruce O. Burnham	Vice President, Supply Chain Management and Quality Assurance
Derek Correia	Vice President, Product Marketing
Michael F. Deegan	Vice President, U.S. Franchise Development
Robert Doughty	Vice President, Public Relations and Communications
James Joy	Vice President, Global Restaurant Transformation
Philip E. Kinnersly	Vice President, General Counsel, EMA and Assistant Secretary
Amy R. Knights	Vice President, Asset Management
Phyllis Mercurio	Vice President, U.S. Company Operations
Raymond L. Miolla, Jr.	Regional Vice President, Franchise Operations -
Howard K. Perlman	Vice President, Performance and Reward Systems
John Polizzi	Vice President, MIS/North America
John R. Reckert	Vice President, Worldwide Strategic Operations R & D
Clyde W. Rucker	Vice President Operations, Central Region
Rafael A. Sanchez	Vice President, MIS/Technology and Infrastructure
Paul Sherman	Vice President, Finance, US Company Restaurants
Joseph R. Soraci	Regional Vice President, Franchise Operations -
Richard Taylor	Vice President, Marketing Services
Jennifer Thomas	Vice President, Senior Project Manager, Human Resources
Elizabeth Vivero	Vice President, Business Services
Thomas G. Archer	Assistant Secretary
Mario Carballo	Assistant Secretary
Kathleen M. Davies	Assistant Secretary
Lisa Giles-Klein	Assistant Secretary
Werner A. Glass	Assistant Secretary
Kim A. Goodhard	Assistant Secretary
Jill M. Granat	Assistant Secretary
Michael B. Marvin	Assistant Secretary
Bruce D. Miller	Assistant Secretary
Antonio E. Moralejo	Assistant Secretary
Donald R. Poppele	Assistant Secretary
Craig Prusher	Assistant Secretary
Elsie Romero	Assistant Secretary
Matthew J. Sitkowski	Assistant Secretary

C. Principal Office: The location of the principal office of the Surviving Corporation in the State of Florida, the State of its incorporation, is 17777 Old Cutler Road, Miami, FL 33157.

D. Registered Office: The location of the registered office of the Surviving Corporation in the State of Florida is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the Surviving Corporation, pursuant to the approval and authority duly given by resolution adopted by unanimous consent of the Executive Committee of the Board of Directors of such corporation on October 31, 2000, has caused these presents to be executed as required by the corporation laws of the State of Florida.

BURGER KING CORPORATION

By: W. Barry Blum
Vice President,
General Counsel and Secretary

Attest: Elsie Romero
Elsie Romero
Associate General Counsel and
Assistant Secretary

(Corporate Seal)

The Restaurant Units Corporation

M A Ferrucci

By: Mark A. Ferrucci
President

Attest: A. M. Horne
A.M. Horne
Secretary

(Corporate Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared W. Barry Blum and Elsie Romero, 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 Vice President, General Counsel and Secretary; and as Associate 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 Vice President, General Counsel and Secretary; and as such Associate 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 21st day of November, A.D. 2000

Lisa B. Wilson
Notary Public

My commission expires:

(Seal)

OFFICIAL NOTARY SEAL
LISA B WILSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC718[illegible]
MY COMMISSION EXP. MAR. 16,2002

STATE OF DELAWARE)
) SS.
COUNTY OF)

BEFORE ME, personally appeared Mark A. Ferrucci, to me well known, and known to me to be the individual described in and who executed the foregoing Articles and Plan of Merger, as President, of THE RESTAURANT UNITS CORPORATION, a Delaware corporation, and severally acknowledged to and before me that he executed such Articles and Plan of Merger as such President, 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 17th day of January ~~November~~, A.D. ~~2000~~ 2001

Notary Public

My commission expires: September 26, 2001

(Seal)