193606

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Burger King Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

() Profit () Nonprofit	(x) Amendment	() Merger
() Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
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Order#: 4828343

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Ref#: *****35.00 *****35.00

Amount: $ _______

Per CT ok to Remove # from Art. one

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

Amendment
Spayne
10/10/01

A CCH LEGAL INFORMATION SERVICES COMPANY

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BURGER KING CORPORATION
Ref. Number: 193606

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We have received your document for BURGER KING CORPORATION and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2001 annual report/uniform business report. The entity must be reinstated before this document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 401A00056282

Reinstatement filed 10/10/2001. Please file this, thank you,

Laura @ CT

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

BURGER KING CORPORATION

BURGER KING CORPORATION, a Florida corporation (the "Corporation"), was incorporated in the state of Florida under the name SOUTH FLORIDA RESTAURANT, INC., by articles of incorporation filed with the Secretary of State of Florida on June 2, 1956.

Various amendments have been made to the original articles of incorporation, which amendments have been duly filed with the Secretary of State of the State of Florida.

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Corporation adopts the following articles of amendment to its articles of incorporation:

ONE

The name of the corporation is Burger King Corporation

TWO

The following amendment to the articles of incorporation has been approved by the sole shareholder of the corporation pursuant to a written Consent in Lieu of Meeting of the sole Shareholder dated October 5, 2001, pursuant to Section 607.0704 of the Florida Business Corporation Act and the articles of incorporation and bylaws of the Corporation, to take effect as of the date of filing of these articles of amendment (the "Effective Date"),:

Article III of the Articles of Incorporation of the Corporation, which reads:

> "The amount of capital stock authorized shall be Three Million shares (3,000,000) of Common stock having a par value of $1.00 per share, all of which stock when issued to be fully paid and non-assessable, fully participating as to equity and liquidation right, and having equal voting rights.",

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is amended to read:

> "The amount of capital stock authorized shall be Three Hundred Million (300,000,000) shares of Common stock having a par value of $0.01 per share, all of which stock when issued to be fully paid and non-assessable, fully participating as to equity and liquidation right, and having equal voting rights.".

THREE

The manner in which the division of shares provided for in the amendment shall be effected is as follows:

> (a) On the Effective Date, each share of Common stock of par value One Dollar ($1.00) per share outstanding before the amendment shall be divided and changed into One Hundred (100) fully paid and non-assessable shares of Common stock of par value One One-Hundredth of One Dollar ($0.01) per share; (b) on the Effective Date, each outstanding share certificate representing shares of Common stock of par value One Dollar ($1.00) per share shall be deemed to represent One Hundred (100) times the number of shares indicated thereon, each such share having par value One One-Hundredth of One Dollar ($0.01); and (c) after the Effective Date, each holder of record of one or more of such certificates originally representing shares of Common stock of par value One Dollar ($1.00) shall be entitled to receive one or more certificates representing the proportionate number of shares of the Common stock of par value One One-Hundredth of One Dollar ($0.01) on surrender of such original certificate or certificates for cancellation.

FOUR

One Million Fifty-Seven Thousand Five Hundred Forty-Eight (1,057,548) shares of the capital stock of the corporation were outstanding at the time of the vote on the amendment.

FIVE

The number of shares voted for the amendment was One Million Fifty-Seven Thousand Five Hundred Forty-Eight (1,057,548) sufficient for approval of the amendment, and the number of shares voted against the amendment was Zero (0).

SIX

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, BURGER KING CORPORATION has made, under its corporate seal and the hand of its Vice President, General Counsel and Secretary, Richard B. Hirst, the foregoing certificate, and the Vice President, General Counsel and Secretary has hereunto respectively set his hand and caused the corporate seal of the Corporation to be hereunto affixed this 8th day of October, 2001.

BURGER KING CORPORATION

By: ______________________
Name: Richard B. Hirst
Title: Vice President, General Counsel
And Secretary

[seal]

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