

193606

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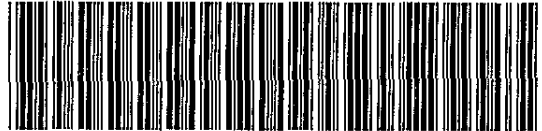
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TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
12/13/02
38

ARTICLES OF MERGER
Merger Sheet

MERGING:

BURGER KING ACQUISITION CORPORATION, a nonqualified Delaware corp.

,

INTO

BURGER KING CORPORATION, a Florida entity, 193606

File date: December 13, 2002

Corporate Specialist: Susan Payne

CORP'DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

*Pre-cleared
Need Today*

CONTACT: LYDIA LOTT

DATE: 12-13-02

REF. #: 0190.11382

CORP. NAME: Burger King Acquisition Corporation

- | | | |
|--|---|--|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☐ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☒ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | ☐ UCC-1 | ☐ UCC-3 |
| ☐ OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 503002 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

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02 DEC 13 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
BURGER KING ACQUISITION CORPORATION, a Delaware corporation
INTO
BURGER KING CORPORATION, a Florida corporation**

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), BURGER KING ACQUISITION CORPORATION, a Delaware corporation (the "Non-Surviving Corporation") and BURGER KING CORPORATION, a Florida corporation (the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Surviving Corporation.

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit A.

SECOND: The Agreement and Plan of Merger was adopted by the board of directors and the sole shareholder of each of the Non-Surviving Corporation and the Surviving Corporation by unanimous written consent in accordance with the provisions of Section 607.1103 of the Act as of December 13, 2002.

FILED
02 DEC 13 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 13th day of December, 2002.

BURGER KING ACQUISITION CORPORATION

Signature 

Jonathan J. Coslet - Vice Chairman
Print Name and Title

BURGER KING CORPORATION

Signature 

Jonathan J. Coslet - Vice Chairman
Print Name and Title

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of December 13, 2002, is by and between BURGER KING ACQUISITION CORPORATION, a Delaware corporation ("Parent"), and its wholly owned subsidiary, BURGER KING CORPORATION, a Florida corporation (the "Company" or, after the Effective Time (as defined in Article IV hereof), the "Surviving Corporation").

WHEREAS, the Company is a corporation organized under the laws of the State of Florida;

WHEREAS, Parent is a corporation organized under the laws of the State of Delaware;

WHEREAS, the General Corporation Law of Delaware (the "DGCL"), and the Florida Business Corporation Act (the "FBCA"), each permit a corporation organized and existing under the DGCL to merge with and into a corporation organized and existing under the FBCA;

WHEREAS, the Board of Directors of the Company and Parent, the sole stockholder of the Company, and the Board of Directors of Parent and Burger King Holdings LLC ("Holdings"), the sole stockholder of Parent, have duly authorized the merger of Parent with and into the Company pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of Parent with and into the Company have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed that, in accordance with the applicable provisions of the DGCL and the FBCA, Parent shall be, and hereby is, at the Effective Time, merged with and into the Company (the "Merger"), with the Company to

be the Surviving Corporation. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I THE MERGER

At the Effective Time, Parent shall be merged with and into the Company, the separate existence of Parent shall cease, the Company shall continue in existence pursuant to the laws of the State of Florida and the Merger shall in all respects have the effects provided for by the DGCL and the FBCA. On the Effective Date, the Surviving Corporation shall assume the obligations of Parent.

ARTICLE II TERMS OF THE TRANSACTION

At the Effective Time, by virtue of the Merger and without any action on the part of any of the Company, Parent or Holdings:

(a) each share of common stock, par value \$0.01 per share, of the Company owned by Parent immediately prior to the Effective Time, shall be cancelled without any conversion thereof and no payment or distribution shall be made with respect thereto; and

(b) each share of common stock of Parent, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time, all of which are held by Holdings, shall be converted into one fully-paid and non-assessable share of common stock of the Surviving Corporation, par value \$0.01 per share.

ARTICLE III ARTICLES OF INCORPORATION

From and after the Effective Time, the Articles of Incorporation of the Surviving Corporation as of the Effective Time shall be amended and restated as set forth on Exhibit A-1, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

ARTICLE IV
EFFECTIVE TIME

The Merger shall become effective on the date and time (such time of effectiveness, the "Effective Time") on which Articles of Merger have been filed with the Department of State of the State of Florida and a certificate of merger evidencing the Merger ("Certificate of Merger") has been filed with the Office of the Secretary of State of the State of Delaware pursuant to the FBCA and the DGCL, respectively.

ARTICLE V
TERMINATION AND AMENDMENTS

At any time prior to the Effective Time, the Board of Directors of each of the Company and Parent may terminate and abandon this Agreement or may amend, modify or supplement this Agreement in such manner as they may determine, subject to Section 607.1103(8) of the FBCA and the applicable provisions of the DGCL.

IN WITNESS WHEREOF, each of Parent and the Company have caused this Agreement and Plan of Merger to be signed by its respective duly authorized officer as of the date first above written.

BURGER KING ACQUISITION
CORPORATION

By: _____
Name:
Title:

BURGER KING CORPORATION

By: _____
Name:
Title:

EXHIBIT A-1

**OFFICER'S CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BURGER KING CORPORATION**

BURGER KING CORPORATION, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is BURGER KING CORPORATION.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were adopted and approved on December 13, 2002 by the Corporation's shareholders pursuant to a written consent, the number of votes cast being sufficient for approval in the manner prescribed by Section 607.0704 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of December 13, 2002.

BURGER KING CORPORATION

Signature

Print Name and Title

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BURGER KING CORPORATION**

Original Articles of Incorporation filed with
the Florida Secretary of State on June 2, 1956

ARTICLE I

The name of the corporation is BURGER KING CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 5505 Blue Lagoon Drive, Miami, Florida 33126. The street address of the Corporation's registered office is 1200 S. Pine Island Road, City of Plantation, County of Sarasota, State of Florida, 33324 and the name of its registered agent at such office is CT Corporation System.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV

The aggregate number of shares of all classes of capital stock that the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, \$0.01 par value per share. All such shares are to be of one class.

ARTICLE V

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and of its directors and shareholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the shareholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the

property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the shareholders or at any meeting of the shareholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of shareholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of these Articles, and to any by-laws from time to time made by the shareholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

ARTICLE VI

This Corporation shall, to the fullest extent permitted by applicable law indemnify and shall advance expenses on behalf of all persons whom it may indemnify pursuant thereto.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power.

ARTICLE VIII

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by applicable law.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this 13th day of December, 2002.

BURGER KING CORPORATION

Signature

Print Name and Title