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FOREIGN PROFIT/NONPROFIT CORPORATION

Burger King Holdings, Inc.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Burger King Holdings, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 75-3095469
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 23, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 12, 2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5505 Blue Lagoon Drive, Miami, FL 33126
(Principal office address)

5505 Blue Lagoon Drive, Miami, FL 33126
(Current mailing address)

8. Any lawful activity for which a corporation may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

PETER F. SOUZA
ASSISTANT SECRETARY

By: _____
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

SECRET
STATE OF FLORIDA
TALLAHASSEE

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A. DIRECTORS -- SEE ATTACHED --

Chairman: Brian Swette
Address: 5505 Blue Lagoon Drive,
Miami, FL 33126

Vice Chairman: _____
Address: _____

Director: John N. Chidsey
Address: 5505 Blue Lagoon Drive
Miami, FL 33126

Director: Andrew R. Balson
Address: 5505 Blue Lagoon Drive
Miami, FL 33126

B. OFFICERS -- SEE ATTACHED --

CEO
President: John W. Chidsey
Address: 5505 Blue Lagoon Drive
Miami, FL 33126

Vice President: _____
Address: _____

Secretary: Anne Chwat
Address: 5505 Blue Lagoon Drive, Miami, FL 33126

Treasurer: Ben K. Wells
Address: 5505 Blue Lagoon Drive, Miami, FL 33126

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

- 13. *Esther Gonzalez*
(Signature of Director or Officer listed in number 12 of the application)
- 14. Esther Gonzalez, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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ALLAHBACH STATE FLORIDA

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BURGER KING HOLDINGS, INC.

OFFICERS AND DIRECTORS

BOARD OF DIRECTORS

John W. Chidsey	5505 Blue Lagoon Drive
Andrew B. Belsou	Miami, FL 33126
David Bonderman	
Richard W. Boyce	(same for all officers)
Sanjeev K. Mehra	
Stephen G. Pagliuca	
Adrian M. Jones	
David A. Brandon	
Brian Swette (Chairman)	
Peter R. Formanek	
M.A. Garcia, III	
Kneeland Youngblood	
Armando M. Codina	

OFFICERS

John W. Chidsey	Chief Executive Officer
Ben K. Wells	Chief Financial Officer and Treasurer
Russell B. Klein	Chief Marketing Officer
Peter C. Smith	Chief Human Resources Officer
Anne Chwat	General Counsel & Corporate Secretary
W. Barry Blum	Senior Vice President & Assistant Secretary
Chris Anderson	Vice President & Controller
Richard Leland	Assistant Treasurer
Eather Gonzalez	Assistant Secretary
Lisa Giles-Klein	Assistant Secretary

(Same address for all officers)

Delaware

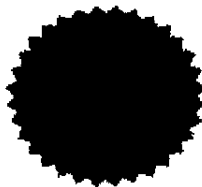
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BURGER KING HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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060453480

AUTHENTICATION: 4742651

DATE: 05-12-06