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**MERGER OR SHARE EXCHANGE**

**Burger King Interamerica, LLC**

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**File 2<sup>nd</sup>**

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**CERTIFICATE OF MERGER  
OF  
BURGER KING INTERAMERICA, INC.,  
a Florida corporation  
AND  
BURGER KING INTERAMERICA, LLC,  
a Florida limited liability company**

Pursuant to sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4382 of the Florida Limited Liability Company Act (the "Act"), **BURGER KING INTERAMERICA, INC.**, a Florida corporation, (the "Merging Corporation"), and **BURGER KING INTERAMERICA, LLC**, a Florida limited liability company, (the "Surviving Company") adopted on the 27<sup>th</sup> day of September 2006, the following Certificate of Merger for the purpose of effecting a merger in accordance with the FBCA and the Act and hereby certify as follows:

**FIRST:** That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Burger King Interamerica, Inc. 5505 Blue Lagoon Drive Miami, FL 33126	Florida	Corporation

**SECOND:** That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Burger King Interamerica, LLC 5505 Blue Lagoon Drive Miami, FL 33126	Florida	Limited liability company

**THIRD:** The Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the applicable provisions of Chapters 607 of the FBCA and Chapter 608 of the Act.

**FOURTH:** Pursuant to Sections 607.1103 and 607.1108 of the FBCA, and Section 608.4381 of the Act, the Plan of Merger was adopted by the Joint Resolution of the Sole Shareholder and the Directors of the Merging Corporation dated September 27, 2006 and the Joint Resolution of the Sole Member and the Managers of the Surviving Company dated September 27, 2006.

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**FIFTH:** The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

**SIXTH:** The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

**IN WITNESS WHEREOF,** the undersigned have caused this Certificate of Merger to be signed on their behalf by their respective authorized representatives on this 27<sup>th</sup> day of September 2006.

**Burger King Interamerica, Inc.,  
a Florida corporation**

By: Anne Chwat  
Name: *Anne Chwat*  
Title: *General Counsel + Secretary*

**Burger King Interamerica, LLC,  
a Florida limited liability company**

By: Anne Chwat  
Name: *Anne Chwat*  
Title: *General Counsel + Secretary*

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**PLAN AND AGREEMENT OF MERGER**

THIS PLAN AND AGREEMENT OF MERGER (the "Plan of Merger") is hereby adopted by and between **BURGER KING INTERAMERICA, INC.**, a Florida corporation (the "Merging Corporation"), and **BURGER KING INTERAMERICA, LLC**, a Florida limited liability company (the "Surviving Company"), for the purpose of merging the Merging Corporation with and into the Surviving Company (the "Merger").

NOW, THEREFORE, the Merging Corporation and the Surviving Company hereby approve and adopt this Plan of Merger providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and by Section 608.4381 of the Florida Limited Liability Company Act (the "FLLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, the Merging Corporation shall be merged with and into the Surviving Company. Immediately thereafter, the separate corporate existence of the Merging Corporation shall cease. The Merger shall become effective on the filing of the Certificate of Merger with the Department of State of the State of Florida in accordance with the provisions of the FLLCA and the FBCA (the "Effective Date"). The Merger was approved by the Surviving Company in accordance with Chapter 608, Florida Statutes, and was approved by the Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of the Merging Corporation and all members of the Surviving Company have consented to the Merger.

2. Liquidation. The Plan of Merger also is intended to accomplish the liquidation of the Merging Corporation. The Merging Corporation's sole shareholder is Burger King Corporation, a Florida corporation (the "Parent Corporation"). Because the Surviving Company also is owned 100% by the Parent Corporation and as such is treated as a disregarded entity for U.S. federal income tax purposes, it is intended that the Merger be treated for U.S. federal income tax purposes as a complete liquidation of the Merging Corporation into the Parent Corporation.

3. Governing Documents. The Operating Agreement of the Surviving Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

4. Officers and Managers. The persons who are officers and managers of the Surviving Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

5. Name. The name of the Surviving Company shall be **Burger King Interamerica, LLC.**

6. Addresses. The address of the Merging Corporation is:

5505 Blue Lagoon Drive  
Miami, FL 33126

The address of the Surviving Company is and shall be maintained at:

5505 Blue Lagoon Drive  
Miami, FL 33126

7. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be:

1200 South Pine Island Road  
Plantation, FL 33324

The name of Registered Agent of the Company at that address shall continue to be:

CT Corporation

8. Succession. At the Effective Date, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Merging Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

9. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the shares of the Merging Corporation outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the Surviving Company. No other shares or interests of Merging Corporation are outstanding at the time of the Merger.

(b) The sole shareholder of the Merging Corporation immediately prior to the Effective Date shall become the sole member of the Surviving Company.

(c) Pursuant to Section 607.1301 of the FBCA, there are no dissenting shareholders of the Merging Corporation or dissenting members of the Surviving Company because the sole shareholder of the Merging Corporation and the sole member of the Surviving Company have consented to this Plan of Merger.

10. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

11. Managers of Company. The names and addresses of the managers of the Surviving Company are as follows:

John W. Chidsey  
Burger King Corporation  
5505 Blue Lagoon Drive  
Miami, FL 33126

Ben K. Wells  
Burger King Corporation  
5505 Blue Lagoon Drive  
Miami, FL 33126

Anne Chwat  
Burger King Corporation  
5505 Blue Lagoon Drive  
Miami, FL 33126

Peter Smith  
Burger King Corporation  
5505 Blue Lagoon Drive  
Miami, FL 33126

12. Further Assurances. If at any time the Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in the Surviving Company the title to any property or rights of the Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Company and to otherwise carry out the provisions hereof.

13. Abandonment or Amendment. At any time prior to the filing of the Certificate of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

14. Approval. This Plan of Merger has been approved by, and the execution and delivery thereof authorized by, the sole shareholder and the directors of the Merging Corporation and by the sole member and the managers of the Surviving Company.

15. Costs. All costs in connection with this Plan of Merger will be paid by the Surviving Company.

16. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Certificate of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan of Merger.

17. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

18. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

**IN WITNESS HEREOF**, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on this 22<sup>nd</sup> day of September 2006.

**BURGER KING INTERAMERICA, LLC,**  
a Florida limited liability company

By: *[Signature]*  
Name: ANNE CHWAT  
Title: General Counsel + Secretary

**BURGER KING INTERAMERICA, INC.,**  
a Florida corporation

By: *[Signature]*  
Name: ANNE CHWAT  
Title: General Counsel + Secretary

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