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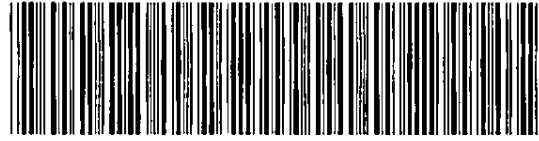
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Name:	Burger King Company LLC
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Thank you!

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ARTICLES OF MERGER

OF

SBFD A CORP.
(a Delaware corporation)

with and into

BURGER KING COMPANY LLC
(a Florida limited liability company)

Dated December 22, 2022

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127-4392

Pursuant to and in accordance with the provisions of Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act"), Burger King Company LLC, a Florida limited liability company ("Parent"), and SBFD A Corp., a Delaware corporation and wholly-owned subsidiary of Parent (the "Subsidiary"), do hereby adopt these Articles of Merger (these "Articles") for the purpose of merging Subsidiary with and into Parent (the "Merger").

1. Constituent Corporations. The name and state of incorporation of each of the constituent corporations are as follows:
 - (a) Burger King Company LLC a Florida limited liability company;
 - (b) SBFD A Corp. a Delaware corporation.
2. Plan of Merger. The Agreement of Merger (the "Plan"), dated as of December 22, 2022, is attached hereto as Exhibit A.
3. Merger Permitted by Law. The laws of the State of Delaware, the jurisdiction of incorporation of Subsidiary, permit the Merger of Subsidiary, a Delaware corporation, with Parent, a Florida limited liability company.
4. Surviving Company. The name of the surviving company is Burger King Company LLC, a Florida limited liability company (the "Surviving Company"). The Articles of Organization of the Surviving Company, as on file with the Secretary of State of the State of Delaware, shall be the Articles of Organization of the Surviving Company.
5. Effective Time. The Merger shall be effective as of December 23, 2022 at 12:00 p.m. Eastern Time (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of Subsidiary or the Surviving Company, Subsidiary shall be merged with and into the Surviving Company, with the Surviving Company being the surviving company of the Merger and the separate existence of Subsidiary shall thereupon cease. The Merger shall have the effects set forth in Section 605.1026 of the Act, and all property, rights, privileges, policies and franchises of each of the Surviving Company and the Subsidiary shall vest in the Surviving Company and all debts, liabilities and duties of

each of the Surviving Company and the Subsidiary shall become the debts, liabilities and duties of the Surviving Company.

6. Date of Plan Adoption. The Plan was approved by the written consent of the sole member and the board of managers of the Parent accordance with the provisions of Sections 605.1021-605.1026 of the Act as of December 22, 2022. The Merger was approved by the Subsidiary in accordance with Section 264 of the Delaware General Corporation Law of the State of Delaware, as of December 22, 2022, and by Surviving Company (as the sole member of the Subsidiary) who as a result of the Merger will have interest holder liability under Section 605.1023(1)(b) of the Act. The Surviving Company agrees to pay any members with appraisal rights the amount to which members are entitled under Sections 605.1006-605.1072 of the Act.
7. Counterparts; Facsimile Signatures. 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 document. Facsimile or other electronically scanned and transmitted signatures shall be deemed originals for all purposes of these Articles.

[Signature page follows]

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END

IN WITNESS WHEREOF, the undersigned has executed these Articles as of the date first set forth above.

BURGER KING COMPANY LLC

By: /s/ Michele Keusch
Name: Michele Keusch
Title: Assistant Secretary

SBFD A CORP.

By: /s/ Michele Keusch
Name: Michele Keusch
Title: Assistant Secretary

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Exhibit A

AGREEMENT OF MERGER

Attached

2022

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "*Agreement*") is dated as of December 22, 2022, by and between Burger King Company LLC, a Delaware limited liability company ("*Acquiring Company*"), and SBFD A Corp., a Delaware corporation ("*Target Company*"). Acquiring Company and Target Company are hereinafter sometimes collectively referred to as the "*Constituent Entities*."

RECITALS

WHEREAS, Acquiring Company is a limited liability company duly formed and existing under the laws of the State of Florida:

WHEREAS, Target Company is a corporation duly organized and existing under the laws of the State of Delaware:

WHEREAS, the board of directors and sole stockholder of Target Company (hereinafter referred to as the "*Stockholder*") and the Board of Managers (as defined in the First Amended and Restated Limited Liability Company Agreement of Acquiring Company, dated as of August 24, 2022 (the "*Acquiring Company LLC Agreement*") (hereinafter referred to as the "*Board of Managers*") and sole member of Acquiring Company (hereinafter referred to as the "*Member*") have authorized and approved this Agreement and the merger of Target Company with and into Acquiring Company (the "*Merger*") upon the terms and subject to the conditions set forth in this Agreement in the manner required by applicable law; and

WHEREAS, for U.S. federal income tax purposes, it is intended that this Agreement constitutes a plan of liquidation of Target Company under Sections 332 and 337 of the United States Internal Revenue Code of 1986, as amended (the "*Code*"), and Treasury Regulation Section 1.332-2(c).

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements contained in this Agreement, the Constituent Entities, intending to be legally bound, hereby agree as follows:

1. Merger. Upon the terms and subject to the conditions set forth in this Agreement, Target Company shall be merged with and into Acquiring Company pursuant to and in accordance with the applicable provisions of Section 264 of the General Corporation Law of the State of Delaware (the "*DGCL*") and Sections 605.1022-605.1026 of the Florida Revised Limited Liability Company Act (the "*Act*"), the separate corporate existence of Target Company shall cease, and Acquiring Company, as the surviving company in the Merger, shall continue its existence as a Florida limited liability company under the Act ("*Surviving Company*").

2. Effective Date. The Merger shall be effective on the date and time set forth in (i) a Certificate of Merger providing for the Merger with the Secretary of State of Delaware meeting the requirements of Section 264 of the DGCL, and (ii) Articles of Merger with the Florida Department of State meeting the requirements of Section 605.1025 of the Act (the "*Effective Time*").

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3. Effect of the Merger. The Merger shall have the effects set forth in Section 605.1026 of the Act and Section 264 of the DGCL.

4. U.S. Federal Income Tax Treatment. The parties will treat the Merger as a tax-free liquidation of Target Company into Acquiring Company pursuant to Sections 332 and 337 of the Code and Treasury Regulations Section 1.332-2(c), and this Agreement shall constitute the plan of complete liquidation for U.S. federal income tax purposes.

5. Certificate of Formation, Limited Liability Company Agreement & Members of Acquiring Company. At the Effective Time: (a) the articles of organization of Acquiring Company as in effect immediately prior to the Effective Time shall be, from and after the Effective Time, the articles of organization of Surviving Company until thereafter amended or amended and/or restated in the manner provided by the Act; (b) the limited liability company agreement of Acquiring Company as in effect immediately prior to the Effective Time shall be, from and after the Effective Time, the limited liability company agreement of Surviving Company until thereafter amended or amended and/or restated in the manner provided by the Act; and (c) the members of Acquiring Company prior to the Effective Time shall remain the members of Surviving Company.

6. Authorization. Prior to the Effective Time, each of the Constituent Entities shall take all such lawful action (including, without limitation, obtaining the approval of this Agreement and the Merger by the board of directors of Target Company, the Stockholder, the Board of Managers, and the Member) necessary to consummate the Merger.

7. Cancellation of Shares of Target Company; Continuation of Limited Liability Company Interests of Acquiring Company. At the Effective Time: (a) all shares of capital stock of Target Company outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, shall be cancelled and no consideration shall be issued in respect thereof; and (b) all limited liability company interests in Acquiring Company outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, shall remain unchanged and continue to represent, in the aggregate, 100% of the limited liability company interests in Surviving Company.

8. Entire Agreement. This Agreement contains the entire agreement between the Constituent Entities with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

9. Amendment. At any time prior to the Effective Time, this Agreement may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the board of directors and the Stockholder of Target Company and the Board of Managers and the Member of Acquiring Company.

10. Termination. At any time prior to the Effective Time, this Agreement may be terminated, to the fullest extent permitted by applicable law, by the board of directors and/or the Stockholder of Target Company or the Board of Managers and/or the Member of Acquiring Company.

11. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflicts of laws principles thereof.

12. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

13. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

14. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

[Signature Page Follows]

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END

IN WITNESS WHEREOF, the Constituent Entities have executed this Agreement effective as of the date first above written.

ACQUIRING COMPANY:

BURGER KING COMPANY LLC, a
Florida limited liability company

By: /s/ Michele Keusch

Name: Michele Keusch

Title: Assistant Secretary

TARGET COMPANY:

SBFD A CORP., a Delaware corporation

By: /s/ Michele Keusch

Name: Michele Keusch

Title: Assistant Secretary

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