

CORPORATION INFORMATION

SEITE, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32311  
904-222-9171  
904-222-0393 FAX

**CSC networks**

800-341-8086

**P95000005383**

95 JAN 20 PM 11:21  
DIVISION OF CORPORATION

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 527988 80388A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : January 20, 1995

ORDER TIME : 10:03 AM

ORDER NO. : 527988

300001385753

CUSTOMER NO: 80388A

CUSTOMER: Ms. Dorothy Miller  
EMMANUEL SHEPPARD & CONDON

30 South Spring Street

Pensacola, FL 32501

DOMESTIC FILING

**P95000005383**

NAME: OMD PENSACOLA, INC.

FILED  
95 JAN 20 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

**EFFECTIVE DATE**  
1-19-95

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*TM*  
1-20-95  
02/A

EFFECTIVE DATE  
1-19-95

**ARTICLES OF INCORPORATION**

**OF**

**OMD PENSACOLA, INC.**

FILED  
95 JAN 20 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this corporation is OMD PENSACOLA, INC., and its principal office is located at 100 S. Baylen Street, Suite A, Pensacola, Florida 32501, and its mailing address is the same.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office is 100 S. Baylen Street, Suite A, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is OLIVER M. DARDEN.

**ARTICLE VII**  
**INCORPORATORS**

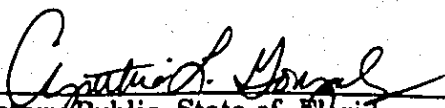
The name and address of the incorporator is OLIVER M. DARDEN, 100 S. Baylen Street, Suite A, Pensacola, Florida 32501.

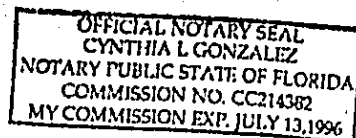
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_ day of January, 1995.

  
\_\_\_\_\_  
OLIVER M. DARDEN, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 1995, by OLIVER M. DARDEN, who personally appeared before me and who is personally known to me or who has produced \_\_\_\_\_ as identification.

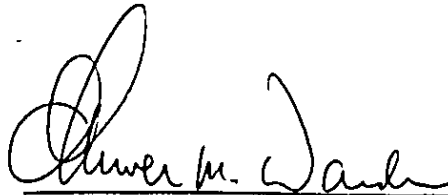
  
Notary Public, State of Florida



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, OLIVER M. DARDEN, am familiar with and hereby accept the appointment as Registered Agent for OMD PENSACOLA, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19 day of January, 1995.



OLIVER M. DARDEN

FILED  
95 JAN 20 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

P95000005383

**CSC networks**

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 529307 80388A

AUTHORIZATION :

*Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : January 24, 1995

ORDER TIME : 9:49 AM

ORDER NO. : 529307

200001387642

CUSTOMER NO: 80388A

CUSTOMER: Ms. Dorothy Miller  
Emmanuel Sheppard & Condon  
30 South Spring Street

Pensacola, FL 32501

ARTICLES OF MERGER

OMD PENSACOLA, INC. (IL)

INTO

OMD PENSACOLA, INC.

FILED  
95 JAN 24 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
95 JAN 24 AM 10:17  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X        CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS.

*Per Cindy Gonzalez  
no changes in Articles  
of Surviving Corp. (S)*

*merger  
1/24/95  
Sp*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

OMD PENSACOLA, INC., an Illinois corp. not qualified in Florida

INTO

**OMD PENSACOLA, INC.**, a Florida corporation, P95000005383.

File date: January 24, 1995

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 24, 1995

CIS  
Attn: Gail  
Tallahassee, FL

SUBJECT: OMD PENSACOLA, INC.  
Ref. Number: P95000005383

We have received your document for OMD PENSACOLA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please indicate the exact date of adoption of the merger for each corporation --- instead of just January-1995.

We require an original signature for each corporation. The signatures on the merger appear to be copies.

On p.3(d) of the Articles of Merger, if the Articles of Incorporation of the merging corporation are to become the articles of the surviving corporation, we need a copy of the articles perhaps as an exhibit. Or, if OMD Pensacola, Inc. is meant to be the Florida corporation in both cases, please clarify.

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 (904) 487-6901.

Susan Payne  
Senior Corporate Section Administrator

Letter Number: 695A00002985

*Re-submit*



**ARTICLES OF MERGER  
OF  
OMD PENSACOLA, INC.  
AN ILLINOIS CORPORATION,  
INTO  
OMD PENSACOLA, INC.,  
A FLORIDA CORPORATION**

FILED  
95 JAN 24 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, and 607.1107 of the Florida Business Corporation Act and Chapter 805-5, Paragraph 11.05 of the Illinois Business Corporation Act, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging OMD Pensacola, Inc., an Illinois corporation, into OMD Pensacola, Inc., a Florida corporation, in order to consummate a change in the place of incorporation of such Illinois corporation:

1. OMD Pensacola, Inc., is incorporated under the laws of the State of Illinois, and the laws of such jurisdiction permit this merger.

2. OMD Pensacola, Inc., is incorporated under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.

3. The following Plan of Merger was approved by the Board of Directors of OMD Pensacola, Inc., a Florida corporation and the surviving corporation, in the manner prescribed by the Florida Business Corporation Act, and was authorized and approved in the manner prescribed by the laws of the State of Illinois, the jurisdiction under which the merging corporation is organized:

a. Merger. As soon as all of the following events shall have happened, viz.,

1. The Plan of Merger shall have been duly adopted and approved by the Board of Directors of OMD Pensacola, Inc., an Illinois corporation, and OMD Pensacola, Inc., a Florida corporation, in

accordance with the laws of the jurisdiction in which each corporation is organized and such facts shall have been certified thereon by the respective secretary of each corporation under their respective seals; and

2. This Plan so adopted and certified shall have been signed, acknowledged and filed, all as required by the provisions of the laws of the States of Florida, and Illinois;

thereupon, OMD Pensacola, Inc., an Illinois corporation, shall be deemed to have been merged with and into OMD Pensacola, Inc., a Florida corporation, which shall be the surviving corporation and the place of incorporation of such corporation changed from the State of Illinois to the State of Florida.

b. Terms and Conditions. On the effective date of the merger, the place of incorporation of OMD Pensacola, Inc., shall change from the State of Illinois to the State of Florida and OMD Pensacola, Inc., shall be a Florida corporation and no longer an Illinois corporation. OMD Pensacola, Inc., a Florida corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of its Illinois predecessor, without the necessity for any separate transfer. OMD Pensacola, Inc., a Florida corporation, shall thereafter be responsible and liable for all of the liabilities and obligations of its Illinois predecessor and neither the rights of creditors or any liens on the property of OMD Pensacola, Inc., shall be impaired by the merger.

c. Conversion and Exchange of Shares. Upon the merger becoming effective, the issued shares of OMD Pensacola, Inc., an Illinois Corporation will be cancelled and no additional common stock of OMD Pensacola, Inc., a Florida

corporation, shall be issued, as the same individuals own all of the issued shares of the two corporations involved in the merger.

d. Change in Articles of Incorporation. The Articles of Incorporation of OMD Pensacola, Inc., as they presently exist shall be amended to become and continue to be the Articles of Incorporation of OMD Pensacola, Inc., a Florida corporation, following the effective date of the merger.

e. Changes in Bylaws. The Bylaws of OMD Pensacola, Inc., a Florida corporation, as they presently exist shall be amended and become and continue to be the Bylaws of OMD Pensacola, Inc., following the effective date of this merger.

f. Directors and Officers. The directors and officers of OMD Pensacola, Inc., a Florida corporation, as of the effective date of the merger shall continue as directors and officers of OMD Pensacola, Inc., for the full unexpired terms of their offices and until their successors have been duly elected and qualify.

g. Prohibited Transactions. OMD Pensacola, Inc., an Illinois corporation, shall not, prior to the effective date of the merger, engage in any activity other than in the ordinary course of its businesses, except action necessary to consummate this merger and change its place of incorporation under the laws of Florida and Illinois.

h. Effective Date. The effective time and date of this merger shall be when the Illinois Secretary of State issues a Certificate of Merger.

i. Further Instruments. When requested by the corporations, its stockholders, directors and officers shall execute and deliver, all such deeds and other instruments and will take any further action as OMD Pensacola, Inc., a Florida corporation deems necessary to vest in such company, title to and possession of all its properties, rights and franchises, and otherwise to carry out this plan.

j. Registered Agent. The Illinois Secretary of State is irrevocably appointed as agent of OMD Pensacola, Inc., to accept service of process in any action to enforce its obligation or dissenting shareholder suits.

4. The dates of adoption of the plan of merger by shareholders were:

<u>Name of Corporation</u>	<u>Date of Adoption</u>
OMD Pensacola, Inc., an Illinois corporation	January 19, 1995
OMD Pensacola, Inc., a Florida corporation	January 19, 1995

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class and title to vote as a class on such plan, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
OMD Pensacola, Inc. an Illinois corporation	100	Common	100
OMD Pensacola, Inc. a Florida corporation	100	Common	100

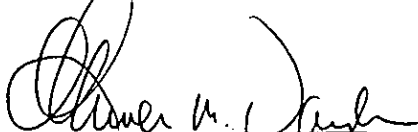
6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, were as follows:

Name of <u>Corporation</u>	Total Voted <u>For</u>	Total Voted <u>Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	Voted <u>For</u>	Voted <u>Against</u>
OMD Pensacola, Inc. an Illinois corporation	100	0	Common	100	0
OMD Pensacola Inc., a Florida corporation	100	0	Common	100	0

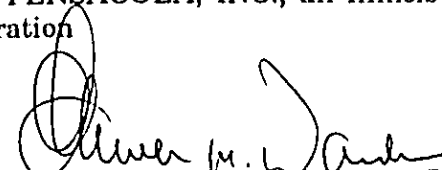
Executed on behalf of the parties by their officers, sealed by their corporate seals and acknowledged by their respective secretaries pursuant to the authorization of their respective Boards of Directors on this 19<sup>th</sup> day of January, 1995.

OMD PENSACOLA, INC., an Illinois corporation

ATTEST:

  
OLIVER M. DARDEN  
Secretary

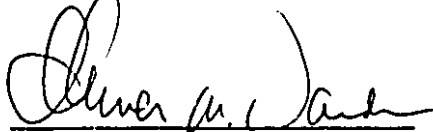
BY:

  
OLIVER M. DARDEN  
President

(CORPORATE SEAL)

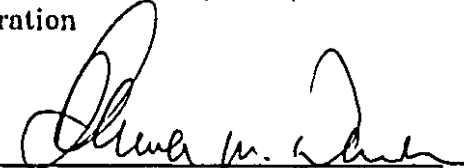
OMD PENSACOLA, INC., a Florida corporation

ATTEST:



OLIVER M. DARDEN  
Secretary

BY:

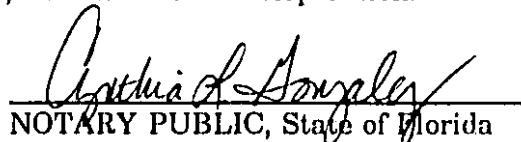


OLIVER M. DARDEN  
President

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 1995, by OLIVER M. DARDEN, President and Secretary respectively, of OMD Pensacola, Inc., an Illinois corporation, on behalf of said corporation.

  
NOTARY PUBLIC, State of Florida

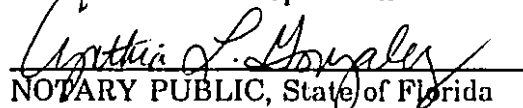
My Commission Expires: \_\_\_\_\_

(NOTARY SEAL)

OFFICIAL NOTARY SEAL  
CYNTHIA L. GONZALEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC214382  
MY COMMISSION EXP. JULY 13, 1996

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 1995, by OLIVER M. DARDEN, President and Secretary respectively, of OMD Pensacola, Inc., a Florida corporation, on behalf of said corporation.

  
NOTARY PUBLIC, State of Florida

My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
CYNTHIA L. GONZALEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC214382  
MY COMMISSION EXP. JULY 13, 1996

# P95000005383

## EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

30 SOUTH SPRING STREET

POST OFFICE DRAWER 1271

PENSACOLA, FLORIDA 32596

PENSACOLA (904) 433-6581

FT. WALTON BEACH (904) 243-6581

FACSIMILE (904) 434-5856

TOLL FREE 1-800-433-6581

ALAN B. BOORMAN  
T. A. BOROWSKI, JR.  
A. G. CONDON, JR.  
ERICK M. DRICKA  
KAREN O. EMMANUEL  
PATRICK O. EMMANUEL  
ROBERT A. EMMANUEL  
KRAMER A. LITVAK  
WM. DOUGLAS MARSH

JOHN W. MONROE, JR.  
JOHN A. PANYKO  
WANDA WOODALL RADCLIFFE  
ALAN C. SHEPPARD  
J. D. SMITH  
CRYSTAL COLLINS SPENCER  
WARREN R. TODD  
DONALD P. WELCH  
VINCE J. WHIBBS, JR.

February 28, 1995

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32514

800001422518  
-03/07/95--01061--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: OMD Pensacola, Inc.  
Incorporation

Gentlemen:

Enclosed herewith please find executed original of Articles of Amendment to the Articles of Incorporation of OMD Pensacola, Inc.

Also enclosed please find our check in the amount of \$35.00 in payment of the filing fee.

Please file the Articles of Amendment to the Articles of Incorporation and return to the undersigned a certificate of filing.

Thank you for your assistance in this matter.

Sincerely,


  
John A. Panyko  
For the Firm

JAP/clg  
Enclosures

FILED  
MAR-6 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

3/9



**ARTICLES OF AMENDMENT**  
**TO THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**OMD PENSACOLA, INC.**

**FILED**  
95 MAR -6 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is OMD PENSACOLA, INC., a Florida corporation.

SECOND: The following Amendment of the Articles of Incorporation was adopted by the sole stockholder and the sole director of the Corporation on \_\_\_\_  
2/16/95\_\_, in the manner prescribed by Section 607.181(3) of the Florida General Corporation Act and said vote was sufficient for approval:

**ARTICLE III**

**PURPOSE**

This is a single purpose corporation formed solely for the operation of Burger King Restaurants.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series. The number of stockholders and the issuance and transfer of stock of the corporation is restricted. Stock may be issued or transferred only after authorization by Burger King Corporation in accordance



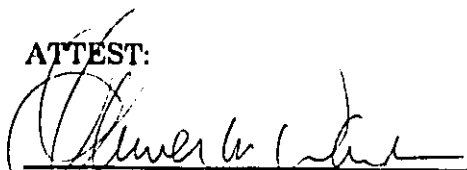
with the terms and conditions outlined in the Franchise Agreement with Burger King Corporation.

THIRD: The date of adoption of the Amendment by the sole director and the sole shareholder pursuant to Section 607.181(3) of the Florida General Corporation Act is 2/16/95.

DATED 2/16, 1995.

OMD PENSACOLA, INC.,  
a Florida corporation

ATTEST:

  
OLIVER M. DARDEN  
Secretary

BY:

  
OLIVER M. DARDEN, President

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of February, 1995, by OLIVER M. DARDEN, who personally appeared before me and who is personally known to me or who has produced \_\_\_\_\_ as identification.

Cynthia L. Gonzalez  
Notary Public, State of Florida

