

Document Number Only
P96000026525

C T CORPORATION SYSTEM			
Requestor's Name			
660 East Jefferson Street			
Address			
Tallahassee, Florida 32301			
City	State	Zip	Phone
			904-222-1092
CORPORATION(S) NAME			

FILED
MAR 25 PM 1:05
TALLAHASSEE, FLORIDA

Buget King of Orlando, Inc.

☒ Profit - Articles

- | | | |
|--|---|---|
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> GUS/ G/S |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

Name
Availability
Document Examiner
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Verifier
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3/26/96

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CH2E031 (1-89)

DOC
3-26-96

**ARTICLES OF INCORPORATION
OF
BURGER KING OF ORLANDO, INC.**

FILED
96 MAR 26 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is **BURGER KING OF ORLANDO, INC.** and its mailing address is 17777 Old Cutler Road, Miami, Florida 33157.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 1200 South Island Pine Road, Plantation, Florida 33324, and the name of the initial registered agent of this Corporation is CT Corporation.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Mark A. Giresi	c/o Burger King Corporation 17777 Old Cutler Road Miami, Florida 33157

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be

limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIII

INCORPORATOR

The name and address of the person signing these Articles is:

Lisa Giles-Klein - c/o Burger King Corporation
17777 Old Cutler Road
Miami, Florida 33157

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25th day of March, 1996.

Lisa Giles-Klein

LISA GILES-KLEIN,
Incorporator

ACKNOWLEDGMENT

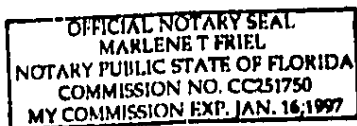
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

On this 25th day of March 1996, before me, the undersigned Notary Public of the State of Florida, personally appeared LISA GILES-KLEIN, and whose name is subscribed to the within instrument, and she acknowledges that she executed it.

WITNESS my hand and official seal.

Marlene T. Friel
NOTARY PUBLIC, STATE OF FLORIDA
MARLENE T. FRIEL

(Print/type name of Notary Public)

My Commission Expires:

☒ Personally known to me, or
Produced identification: Drivers' License

— DID take an oath, or
DID NOT take an oath.

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That **BURGER KING OF ORLANDO, INC.**, desiring to organize under the laws of the State of Florida, has named CT Corporation, 1200 South Island Pine Road, Plantation, Florida 33324 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607 0505, Florida Statutes

Dated this 26th day of March, 1996.

Connie Bryan
Registered Agent
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

FILED
96 MAR 26 PM 1:03
CLERK OF DISTRICT COURT
JALAPARCER, FLORIDA

96 0000 26525

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Burger King of Orlando, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Amendment
☒ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call When Ready
☒ Walk In
☐ Mail Out
☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing
☐ CUS
☐ After 4:30
☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3/18/97

N. HENDRICKS MAD 1 • 1007

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97 MAR 19 AM 10:52
DIVISION OF CORPORATION

CR2E031 (1-89)

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

- FIRST:** The name of the corporation is **BURGER KING OF ORLANDO, INC.**
- SECOND:** The articles of incorporation were filed on March 26, 1996.
- THIRD:** (check one)
- ☒ None of the corporation's shares have been issued.
 - ☐ The corporation has not commenced business.
- FOURTH:** No debt of the corporation remains unpaid.
- FIFTH:** No net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- SIXTH:** Adoption of Dissolution (check one)
- ☐ A majority of the incorporators authorized the dissolution.
 - ☒ A majority of the directors authorized the dissolution.

Signed this 7th day of March, 1997.

Signature

Mark A. Giresi
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president or other officer if adopted by the directors).

MARK A. GIRESI

5-16
DIRECTOR