

995 0000 3311

Document Number Only

95 11 11 27

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-0290
City State Zip Phone

700001458837
-04/27/95--01059--011
****122.50 ****122.50

CORPORATION(S) NAME

EFFECTIVE DATE

04-26-95

GMRI Canada, Inc

- Profit - Articles
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS / G/S
- After 4:30
- Pick Up

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

4/27/95
3 00

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

NANCY HENDRICKS APR 27 1995

EFFECTIVE DATE

104-26-95

ARTICLES OF INCORPORATION
OF
GMRI CANADA, INC.

FILED
95 APR 27 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of twenty-one (21) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.

Name

The name of this corporation shall be GMRI CANADA, INC. (the "Corporation") and its principal place of business shall be located at 5900 Lake Ellenor Drive, Orlando, Florida 32809.

ARTICLE II.

Commencement of Corporate Existence

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.

General Purpose: General Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business

Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.

Capital Stock

This Corporation is authorized to issue 10,000 shares of voting common stock having no par value.

1. Voting Rights.

The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

2. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

3. Preemptive Rights. A shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any

new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V.

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 1200 S. Pine Island Road, Plantation, Florida 33324, and the initial registered agent of this Corporation at that address shall be CT Corporation System. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI.

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, provided, however, that the number of directors shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Lawrence W. Campbell
5900 Lake Ellenor Drive
Orlando, Florida 32809

ARTICLE VII.

Incorporator

The name and street address of the person signing these articles as incorporator is: E. Charlene Fauley, 5900 Lake Ellenor Drive, Orlando, Florida 32809.

ARTICLE VIII.

Bylaws

The Board of Directors shall have the power to adopt, alter, amend or repeal the bylaws of the Corporation, except as otherwise restricted by applicable law.

ARTICLE IX.

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X.

Amendment

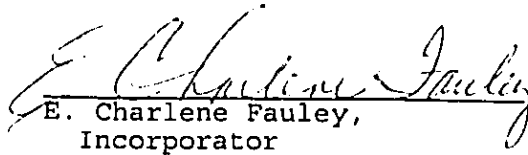
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI.

Headings and Captions

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set her name and seal this 27th day of April, 1995.

 (SEAL)
E. Charlene Fauley,
Incorporator

P 9500033111

1201 HAYS STREET
TALLAHASSEE, FL 32301-1007
904-222-7100
904-222-7100 FAX

800-344-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 140054 7114976

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 35.00

ORDER DATE : October 31, 1996

500001995165--1

ORDER TIME : 10:26 AM

ORDER NO. : 140054

CUSTOMER NO: 7114976

CUSTOMER: Beth Freeman, Legal Assistant
Darden Restaurants, Inc.
1751 Directors Row

Orlando, FL 32809

FILED
96 NOV -4 PM 11:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CHANGE OF AGENT

NAME: GMRI CANADA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

RECORDED
96 NOV -4 AM 11:27
DIVISION OF CORPORATION

CONTACT PERSON: Michael E. Klunk

Change of
RA 11/4/96
JK

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
GMRI CANADA, INC.

1b. Date of incorporation: _____ Document number _____

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.
GMRI CANADA, INC.

By: George T. Williams
SIGNATURE
October 22, 1996
DATE

George T. Williams, Vice President
Typed or printed name and title

FILED
96 NOV 14 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
SIGNATURE Vicki Schreiber
VICKI SCHREIBER, ASST VICE PRESIDENT
DATE 11/1/96