

Document Number Only

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CI CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

600001827376

-05/17/96--01099--004

***122.50 ***122.50

CORPORATION(S) NAME

Parden Corporation

FILED
96 MAY 17 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Profit - Articles

NonProfit

Amendment

Merger

Limited Liability Company

Dissolution/Withdrawal

Mark

Foreign

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

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ARTICLES OF INCORPORATION
OF
DARDEN CORPORATION

FILED
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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 Darden Corporation (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 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.

Without limiting the generality of the foregoing purposes and powers, the Corporation shall have the power to engage in the restaurant administration and management business, to include but not be limited to, the following activities and objectives:

- 1) Segregating the services provided by senior management and administrative services provided by the Orlando corporate administrative centers so that the income attributable to these services can be quantified;
- 2) Pursuing new business strategies, including the power to pursue franchises and joint ventures;
- 3) Monitoring and controlling non-operating costs associated with the restaurant business;
- 4) Charging restaurant operating units for management and administrative services;
- 5) Segregating the costs associated with developing new business and concepts from the costs associated with restaurant operating units; and
- 6) Isolating intellectual property, including trade and service names and marks, to protect and enhance the value of the intellectual property.

ARTICLE IV.

Capital Stock

This Corporation is authorized to issue 1,000 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. 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:

Joe R. Lee
5900 Lake Ellenor Drive
Orlando, Florida 32809

ARTICLE VII.

Incorporator

The name and street address of the person signing these Articles as incorporator is James O. McIntosh, 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

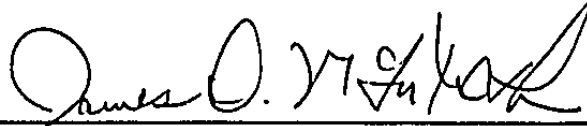
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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 his name and seal this 15th day of May, 1996.



James O. McIntosh
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 MAY 17 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0505, Florida Statutes, submitted:

Darden Corporation (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 5900 Lake Ellenor Drive, Orlando, Florida 32809, has named and designated CT Corporation System with its registered office located at 1200 S. Pine Island Road, Plantation, Florida 33324, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as Registered Agent for Darden Corporation (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17th day of May, 1996.

CT Corporation System

By: Connie Bryan
Name: Connie Bryan
Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9172

800-342-8086

P96000042404



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 140054 7114976

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 35.00

ORDER DATE : October 31, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 140054

CUSTOMER NO: 7114976

400001995164--5

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

Orlando, FL 32809

CHANGE OF AGENT

NAME: DARDEN CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Michael E. Klunk

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TALLAHASSEE, FLORIDA
96 NOV -4 AM 11:27
DIVISION OF CORPORATION

Change of R.A.

11/4/96
De

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: _____
DARDEN CORPORATION
- 1b. Date of incorporation: 5/17/96 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
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

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TALLAHASSEE, FLORIDA

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.

DARDEN CORPORATION
By: Robert Faisant Robert Faisant, Vice President
SIGNATURE _____
DATE 10/24/96 _____
Typed or printed name and title

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 BY: Vicki Schreiber
Vicki Schreiber, Asst Vice President
DATE 11/1/96