

328176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

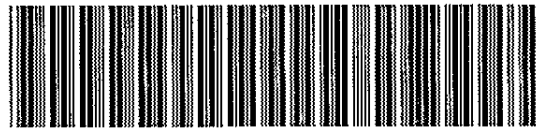
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
03 MAR 21 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/24/03  
merger  
Sj

ARTICLES OF MERGER  
Merger Sheet

MERGING:

OG OF MIDDLETOWN, INC., a nonqualified Rhode Island corp.

INTO

**GMRI, INC.**, a Florida entity, 328176.

File date: March 21, 2003

Corporate Specialist: Susan Payne

**DARDEN**  
RESTAURANTS.

Red Lobster\*

The Olive Garden\*

Bahama Breeze\*

Smokey Bones\*

March 14, 2003

Susan Payne  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger documents for seven mergers

Dear Susan:

Enclosed please find a check in the amount of \$420.00 to cover the cost of filing Articles of Merger and Plan of Merger documents for seven mergers involving seven foreign subsidiaries of Florida-based GMRI, Inc.

You may recall that we spoke on Wednesday regarding these documents, since these merger documents were created in 1995, filed in the foreign jurisdictions, but never filed in Florida. I have filled out the forms to the best of my knowledge and attached photocopies of the Articles of Merger and Plan of Merger documents, since no original documents exist, as these files were put on microfiche and the originals destroyed.

Please send the confirmation information to the following address:

Liza Briegel  
Darden Restaurants, Inc.  
5900 Lake Ellenor Drive  
Orlando, FL 32809

Should you have any questions, please call me at (407) 245-4703. Thank you.

Sincerely,



Liza Briegel  
Legal Assistant  
Corporate Secretary's Office

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GMRI, Inc.	Florida	328176

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
OG of Middletown, Inc.	Rhode Island	69967

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TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 3/15/95 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

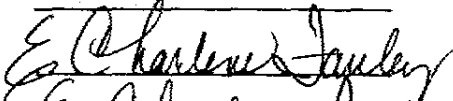
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4/27/95

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
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GMRI, Inc.		E. Charlene Fauley, Asst. Secretary
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OG of Middletown, Inc.		E. Charlene Fauley, Secretary
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Filing fee: \$111.00  
~~\$30.00~~

DUPLICATE ORIGINAL OF  
ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO

GMRI, Inc. (formerly known as General Mills Restaurants, Inc.)

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
OG of Middletown, Inc. ("Middletown")	Rhode Island
GMRI, Inc., formerly known as General Mills Restaurants, Inc. ("GMRI")	Florida

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is GMRI, Inc.

and it is to be governed by the laws of the State of Florida

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(1) The names of the corporations proposing to merge are GMRI and Middletown. GMRI, the owner of all of the issued and outstanding shares of Middletown, will be the Surviving Corporation of this merger.

(2) On the effective date of this merger, Middletown shall be merged into GMRI, which shall be the surviving corporation, and GMRI, on such date, shall merge Middletown into itself. The corporate existence of GMRI, with all its purposes, power and objects, shall continue unaffected and unimpaired by the merger and, as the surviving corporation, shall be governed by the laws of the State of Florida and shall succeed to all rights, assets, liabilities and obligations of Middletown as set forth in the Business Corporation Act of the State of Florida. The separate existence and corporate organization of Middletown shall cease upon the effective date of this merger and, thereupon, GMRI and Middletown shall be a single corporation, to-wit, GMRI, Inc. (hereinafter sometimes referred to as the "Surviving Corporation").

On the effective date of this merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Middletown shall be transferred to, vested in and devolve upon GMRI without further act or deed, and all property, rights, and every other interest of GMRI and Middletown shall be as effectively the property of the Surviving Corporation as they were of GMRI and Middletown respectively.

(3) The manner and basis of converting the shares of Middletown into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property, is as follows:

(a) Each and every share of capital stock of GMRI issued and outstanding on the effective date of this merger shall continue to be issued and outstanding shares. Each certificate of GMRI shall continue to evidence ownership of the same number of shares of stock of the Surviving Corporation.

(b) Each and every share of capital stock of Middletown issued and outstanding on the effective date of this merger shall be retired and canceled.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
OG of Middletown, Inc.	100	Common	100
GMRI, Inc.	23,970	Common	23,970

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such 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, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
OG of Middletown, Inc.	100	---	Common	100	---
GMRI, Inc.	23,970	---	Common	23,970	---

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated April 27, 1995

OG of Middletown, Inc.

By Jonathan C. Sleik  
Its Vice President

and E. Charlene Fauley  
Its Secretary

GRI, Inc.

By George I. Williams  
Its Vice President

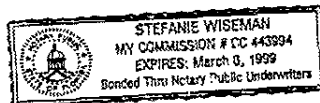
and E. Charlene Fauley  
Its Asst. Secretary

STATE OF Florida

COUNTY OF Orange

} Sc.

At Orlando in said County on the 27th day of April 1995, before me personally appeared Jonathan C. Sleik, who being by me first duly sworn, declared that he is the Vice President of OG of Middletown, Inc., that he signed the foregoing document as such Vice President of the corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

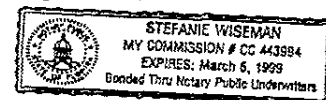
Stefanie Wiseman  
Notary Public  
Stefanie Wiseman

STATE OF Florida

COUNTY OF Orange

} Sc.

At Orlando in said County on the 27th day of April 1995, before me personally appeared George I. Williams, who being by me first duly sworn, declared that he is the Vice President of GRI, Inc., that he signed the foregoing document as such Vice President of the corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Stefanie Wiseman  
Notary Public  
Stefanie Wiseman



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO

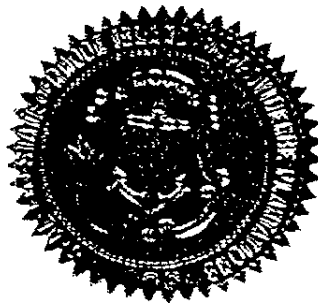
GMRI, Inc.

I, Jane Berthiaume, Acting Deputy Secretary of State of the State of  
Rhode Island, hereby certify that duplicate originals of Articles of Merger of  
GMRI, Inc. a Foreign corporation,  
(Insert "Domestic" or "Foreign")  
and OG of Middletown, Inc. a Domestic corporation  
(Insert "Domestic" or "Foreign")  
into GMRI, Inc. a Foreign  
(Insert "Domestic" or "Foreign")

corporation, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of  
the General Laws, 1956, as amended, have been received in this office and are found  
to conform to law, and that the foregoing is a duplicate original of the Articles of  
Merger.

Witness my hand and the seal of the State  
of Rhode Island this 24th day of May

19 95



Acting Deputy

Secretary of State

FILED

MAY 24 1995

By JPB#9  
143633

RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
MAY 21 11 15 AM '95

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>GMRI, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>OG of Middletown, Inc.</u>	<u>Rhode Island</u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Articles of Merger including a Plan of Merger

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Attached Articles of Merger