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Florida Department of State  
Division of Corporations  
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From: Account Name : HOLLAND & KNIGHT  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE****Darden SW, LLC**

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FROM: HK

FAX NO.: 4072445288

06-21-07 12:03P P.0

CERTIFICATE OF MERGER  
OF  
GMRI TEXAS L.P.,  
a Texas limited partnership,  
INTO  
DARDEN SW LLC,  
a Florida limited liability company

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with Section 608.4382 of the Florida Statutes.

**FIRST:** The exact name, entity type and jurisdiction for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GMRI Texas L.P.	Texas	Limited Partnership

**SECOND:** The exact name, entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Darden SW LLC	Florida	Limited Liability Company

**THIRD:** The attached plan of merger was approved by Darden SW LLC in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**FOURTH:** The attached plan of merger was approved by GMRI Texas L.P. in accordance with the applicable laws of the State of Texas.

**FIFTH:** The effective date of the merger is June 25, 2007.

Executed on June 25, 2007.

GMRI TEXAS L.P., a Texas  
limited partnership

DARDEN SW LLC,  
a Florida limited liability company

By: GMRI, Inc., its general partner

By: GMRI, Inc., its manager

By: 

By: 

Name: Douglas E. Wentz

Name: Douglas E. Wentz

Title: Assistant Secretary

Title: Assistant Secretary

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FROM: HK

FAX NO.: 4072445288

06-21-07 12:04P P.O.

PLAN OF MERGER  
BETWEEN  
GMRI TEXAS L.P.,  
a Texas limited partnership,  
AND  
DARDEN SW LLC,  
a Florida limited liability company

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's incorporation or formation:

**FIRST:** The exact name, address, entity type, and jurisdiction of the merging party (referred to hereinafter as the "Merging Party") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
GMRI Texas L.P. 5900 Lake Ellenor Drive Orlando, FL 32809	Texas	Limited Partnership

**SECOND:** The exact name, address, entity type, and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Darden SW LLC 5900 Lake Ellenor Drive Orlando, FL 32809	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows:

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a limited liability company under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the effective date of the merger. The Articles of Organization of the Surviving Party at the effective date of the merger shall be the Articles of Organization of the Surviving Party. The Operating Agreement of the Surviving Party at the effective date of the merger shall continue to be the Operating Agreement of the Surviving Party, as the surviving limited liability company, and will continue in full force and effect unless amended by its members.

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**FOURTH:** The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations or other securities of the Surviving Party are as follows:

At the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each partnership interest of the Merging Party shall be cancelled automatically. Each membership interest of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding membership interests of the Surviving Party.

**FIFTH:** The effective date of this merger shall be on June 25, 2007.

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