

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

## Darden Corporation

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03/21/2008 10:02 5615941639

PAGE 02/05



March 21, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DARDEN CORPORATION  
6100 LAKE ELLENOR DRIVE  
CORP. TAX DEPT  
ORLANDO, FL 32809

SUBJECT: DARDEN CORPORATION  
REF: P96000042404

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FAX Aud. #: 808000072810  
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03/21/2008 09:28 5616941639

PAGE 06/08

H08000072819

CERTIFICATE OF MERGER  
OF  
SOUTHMARK CENTER, LLC,  
a Florida limited liability company,  
INTO  
DARDEN CORPORATION,  
a Florida corporation

#L0600002215

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The following Certificate of Merger is submitted to merge the following Florida corporation in accordance with Section 607.1109 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>
Southmark Center, LLC	Florida	Limited Liability Company

**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 Corporation	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The effective date of the merger is March 21, 2008.

Executed on March 21, 2008.

SOUTHMARK CENTER, LLC,  
a Florida limited liability company

DARDEN CORPORATION,  
a Florida corporation

By: Darden Corporation, its sole member

By: Douglas E. Wentz  
Douglas E. Wentz  
Assistant Secretary

By: Douglas E. Wentz  
Douglas E. Wentz  
Assistant Secretary

03/21/2008 09:28 5616941639

PAGE 87/88

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**PLAN OF MERGER**  
**BETWEEN**  
**SOUTHMARK CENTER, LLC**  
a Florida limited liability company,  
**AND**  
**DARDEN CORPORATION,**  
a Florida corporation

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the State of Florida:

**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>
Southmark Center, LLC 5900 Lake Ellenor Drive Orlando, FL 32809	Florida	Limited Liability Company

**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 Corporation 5900 Lake Ellenor Drive Orlando, FL 32809	Florida	Corporation

**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 corporation 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 Bylaws of the Surviving Party at the effective date of the merger shall continue to be the Bylaws of the Surviving Party and will continue in full force and effect unless amended by its board of directors.

**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:

03/21/2008 09:28 5515941539  
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The ultimate owner(s) of the Merging Party and the Surviving Party are identical. Accordingly, 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 membership interest of the Merging Party shall be cancelled automatically. Each share of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding shares of the Surviving Party.

**FIFTH:** An executed Plan of Merger is on file at the principal place of business of the Surviving Party, at the following address:

Darden Corporation  
5900 Lake Ellenor Drive  
Orlando, FL 32809

A copy of the Plan of Merger will be furnished by the Surviving Party on written request and without cost, to any member or partner of each entity that is a party to or created by the Plan of Merger.

**SIXTH:** The effective date of this merger shall be on March 21, 2008.

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