

Florida Department of State Division of Corporations Public Access System

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Division of Corporations

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: CORPORATE CREATIONS INTERNATIONAL INC.

Phone

Account Number : 110432003053 : (561)694-8107

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MERGER OR SHARE EXCHANGE

Darden Corporation

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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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CERTIFICATE OF MERGER

OF

SOUTHMARK CENTER, LLC, a Florida limited liability company,

i, 4000cc

DTVI

DARDEN CORPORATION,

#P96000042404

a Florida corporation

The following Cortificate 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:

Name ·

Name Southmark Center, LLC **Jurisdiction**

Entity Type

Florida

Limited Liability Company

SECOND.

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

Name

Inisdiction

Entity Type

Darden Corporation

Florida

Corporation

<u>THIRD</u>: 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

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Douglas E. Wentz

Assistant Secretary

Dotiglas E. Wentz

Assistant Secretary

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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:

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

Name

Type of Entity

Florida

Jurisdiction

Limited Liability Company

Southmark Center, LLC 5900 Lake Ellenor Drive Orlando, FL 32809

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

Name

Darden Corporation

5900 Lake Ellenor Drive Orlando, FL 32809

Junisdiction Florida

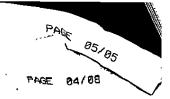
Type of Entity

Corporation

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

The Morging 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:



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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 Ellonor 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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
ON MAR 21 AM 8: 02