



THE UNITED STATES CORPORATION COMPANY

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FILED

99 DEC 14 AM 9: 54

ACCOUNT NO. : 072100000032

SECRETARY OF STATE TALLAHASSEE, FLORIDA

REFERENCE : 515469 7114976

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 78.75

ORDER DATE : December 14, 1999

EFFECTIVE DATE

12-13-99

ORDER TIME : 1:49 PM

ORDER NO. : 515469-005

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CUSTOMER NO: 7114976

CUSTOMER: Ms. Diane Cleversey-7114976 DARDEN RESTAURANTS, INC. DARDEN RESTAURANTS, INC. 1751 Directors Row

Orlando, FL 32809

DOMESTIC FILING

NAME: GMRI LEASING, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 12/15/99

RECEIVED 99 DEC 14 PM 3:15 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GMRI LEASING, INC.

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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

EFFECTIVE DATE

12-13-98

The name of this corporation shall be **GMRI Leasing, Inc.** (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.

**ARTICLE IV.**

**Capital Stock**

This Corporation is authorized to issue 100 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, real or personal, 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.

**ARTICLE V.**

**Initial Registered Office and Agent**

The initial registered office of this Corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be Corporation Service Company. 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:

Robert Faisant  
6100 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, 6000 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 this 13<sup>th</sup> day of December, 1999.

  
James O. McIntosh  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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*Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement designating the registered office/registered agent, in the state of Florida.*

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

1. The name of the corporation is: GMRI LEASING, INC.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

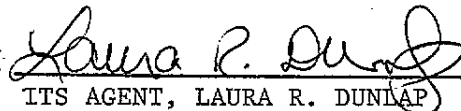
(P.O. Box NOT acceptable)

TALLAHASSEE, FL. 32301

(City/State/Zip)

*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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE

  
ITS AGENT, LAURA R. DUNLAP

DATE DECEMBER 14, 1999

**REGISTERED AGENT FILING FEE: \$35.00**

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314