

Filing fee: ~~550.00~~ 110.00

**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>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</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	---

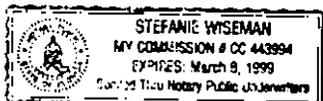
SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in 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
 GMRI, Inc.
 By George T. Williams
 Its Vice President
 and E. Charlene Fauley
 Its Ass't. 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.

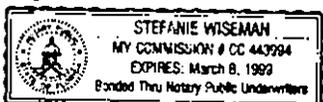


(NOTARIAL SEAL)

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 T. Williams, who being by me first duly sworn, declared that he is the Vice President of GMRI, 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

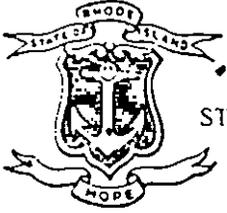
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CLERK OF STATE
COURT HOUSE 617

MAY 24 11 15 AM '95

FILED

MAY 24 1995

By ASG
143633



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

May 22, 1995

TO WHOM IT MAY CONCERN:

Re: OG OF MIDDLETOWN INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations