

To: Fl Dept of State
Subject: 000153.70445

From: [Redacted]

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112252

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

PUBLIX SUPER MARKETS, INC.

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From: Tracy Spear

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ARTICLES OF MERGER OF
PALM CITY PARTNERS SC, LLC,
a Florida limited liability company

#L03000014529

INTO

PUBLIX SUPER MARKETS, INC.,
a Florida corporation

#112252

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ARTICLE 1
Names and Surviving Corporation

The names, states of incorporation or organization and the type of entities of parties to the merger are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PUBLIX SUPER MARKETS, INC.	Florida	Corporation
PALM CITY PARTNERS SC, LLC	Florida	Limited Liability Company

PUBLIX SUPER MARKETS, INC., a Florida corporation, shall be the surviving party

ARTICLE 2
Plan of Merger

The plan of merger is attached hereto as Exhibit A.

ARTICLE 3
Date of Approval by Publix Super Markets, Inc.

All of the board of directors of PUBLIX SUPER MARKETS, INC., a Florida corporation, approved the plan of merger by unanimous vote on April 16, 2007.

ARTICLE 4
Date of Adoption by Palm City Partners SC, LLC

PUBLIX SUPER MARKETS, INC., the sole member of PALM CITY PARTNERS SC, LLC, a Florida limited liability company, approved the plan of merger by unanimous vote on April 16, 2007.

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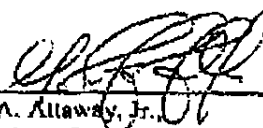
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ARTICLE 5
Effective Date of Merger

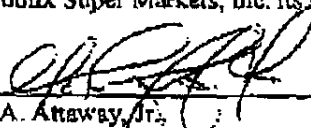
The effective date of the merger of PALM CITY PARTNERS SC, LLC into PUBLIX SUPER MARKETS, INC. shall be June 30, 2007.

Dated this 16th day of April, 2007.

PUBLIX SUPER MARKETS, INC.
a Florida corporation

By: 
John A. Attaway, Jr.
Senior Vice President

PALM CITY PARTNERS SC, LLC
a Florida limited liability company
By: Publix Super Markets, Inc. its sole member

By: 
John A. Attaway, Jr.
Senior Vice President

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PLAN OF MERGER

Plan of merger dated as of April 16, 2007, between PUBLIX SUPER MARKETS, INC., a Florida corporation (the "Surviving Party"), and PALM CITY PARTNERS SC, L.L.C, a Florida limited liability company (the "Absorbed Party").

Section One. Terms and Conditions. On June 30, 2007, the effective date of the merger (the "Effective Date"), the separate existence of the Absorbed Party shall cease, and the Surviving Party shall succeed to all the property, real, personal, and mixed of the Absorbed Party, without the necessity for any separate transfer. The Surviving Party shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Party, and neither the rights of creditors nor any liens on the property of the Absorbed Party shall be impaired by the merger.

Section Two. Merger. The manner and basis of merging the Absorbed Party into the Surviving Party is as follows:

(a) The entire membership interest in the Absorbed Party is owned by the Surviving Party.

(b) The merger shall be effected as follows: On the Effective Date of the merger, all of the assets of the Absorbed Party shall be transferred and assigned to the Surviving Party or its duly appointed agent, in such manner as the Surviving Party shall legally require and the separate exists of the Absorbed Party shall cease.

Section Three. Articles of Incorporation. The Articles of Incorporation of the Surviving Party shall be continued as the Articles of Incorporation following the merge.

Section Four. Bylaws. The bylaws of the Surviving Party shall continue to be its bylaws following the effective date of the merger.

Section Five. Directors and Officers. The directors and officers of the Surviving Party on the effective date of the merger shall continue as the directors and officers of the Surviving Party for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Six. Prohibited Transactions. Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Party may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Seven. Approval by Board of Directors. This plan of merger has been approved by the boards of directors of the Surviving Party and by the Sole Member of the Absorbed Party as of April 16, 2007, by written consent in the manner provided by the applicable laws of the State of Florida.

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Section Eight. Effective Date of Merger. The effective date of this merger shall be June 30, 2007.

Section Nine. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Section Ten. Entire Agreement. This Agreement and the Articles of Merger of PALM CITY PARTNERS SC, LLC into PUBLIX SUPER MARKETS, INC. constitute the entire Agreement between the parties and shall be binding upon and inure to the benefit of the parties hereto and their respective legal representatives, successors and assigns.

Section Eleven. Non Waiver. A failure in any one or more instances of a party to insist upon performance of any of the terms, conditions or covenants of this Agreement, to exercise any right or privilege conferred in this Agreement or the waiver of any party of any breach of any of the terms, conditions or covenants, shall not be construed as a subsequent waiver of any such terms, conditions, covenants, rights or privileges, but the same shall constitute and remain in full force and effort as if no such waiver had occurred. No waiver shall be effective unless it is in writing and signed by an authorized party of the Waiving party.

Section Twelve. Severability. The invalidity of any provision of this Agreement or portion of a provision shall not affect the validity of any other provision of this Agreement or the remaining portion of the applicable provision.

Section Thirteen. Governing Law. This Agreement and the Articles of Merger shall be construed in accordance with the laws of the State of Florida.

Section Fourteen. Bonding Effect. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their successors and assigns. Nothing in this Agreement, expressed or implied is intending to confer on any person other than the parties hereto and their respective successors and assigns any rights, remedies, obligations or liabilities under or by reason of this Agreement, including without limitation, third party beneficiary rights.

Section Fifteen. Assignability. This Agreement shall not be assignable by either party without the prior written consent of the other party.

Section Sixteen. Headings. The headings contained in the Agreement are for convenience and reference only and shall not affect the meaning or interpretation of this Agreement.

The undersigned parties have herunto set their hands and seals as of the day and year first above written.

THE SIGNATURE PAGE FOLLOWS IMMEDIATELY HEREINAFTER


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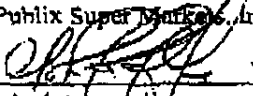
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PUBLIX SUPER MARKETS, INC.

By: 
John A. Attaway, Jr.
Senior Vice President

PALM CITY PARTNERS, SC, LLC

By: Publix Super Markets, Inc. its sole member

By: 
John A. Attaway, Jr.
Senior Vice President

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