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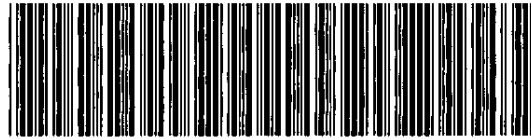
(Business Entity Name)

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TALLAHASSEE, FL 32310

4/17/17
116000079505

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Publix Super Markets, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Christina Johnson-Boyce, Esq

Contact Person

Publix Super Markets, Inc.

Firm/Company

P. O. Box 407

Address

Lakeland, FL 33802-0407

City, State and Zip Code

christina.johnson-boyce@publix.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christina Johnson-Boyce

at (863)

688-7407 ext. 55002

Name of Contact Person

Area Code

Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER

BETWEEN

PSM PALM BEACH, LLC, a Florida limited liability company

INTO

PUBLIX SUPER MARKETS, INC., a Florida corporation

I.

The name and jurisdiction of organization or formation of each of the merging entities are as follows:

PSM PALM BEACH, LLC,
a Florida limited liability company

PUBLIX SUPER MARKETS, INC.,
a Florida corporation

II.

The surviving entity is:

PUBLIX SUPER MARKETS, INC.,
a Florida corporation.

III.

The effective date of the merger shall be the date and time the Articles of Merger are filed.

IV.

Attached hereto as **Exhibit "A"** and by reference made a part hereof is the Agreement and Plan of Merger duly approved and adopted by PSM Palm Beach, LLC, a Florida limited liability company (the "Company"), Real Sub, LLC, a Florida limited liability company ("Real Sub"), Member, and Publix Super Markets, Inc., a Florida corporation ("Publix"), Member. The executed Plan of Merger is also on file at the principal place of business of Publix at the following address:

3300 Publix Corporate Parkway,
Lakeland, Florida 33811-3311.

V.

A copy of the Plan of Merger will be furnished by Publix upon request and without cost, to any member of any constituent entity.

VI.

The Plan of Merger was duly authorized and approved by the Company and the Members in accordance with the applicable provisions of Chapter 607, Florida Statutes on April 1, 2017

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TALLAHASSEE, FLORIDA

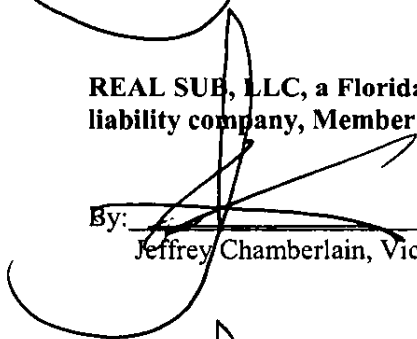
Articles of Merger
PSM Palm Beach, LLC into Publix Super Markets, Inc.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 15th day
of April, 2017.

**PSM PALM BEACH, LLC, a
Florida limited liability company,**

By: 
Jeffrey Chamberlain, President

**REAL SUB, LLC, a Florida limited
liability company, Member**

By: 
Jeffrey Chamberlain, Vice President

**PUBLIX SUPER MARKETS, INC., a
Florida corporation, Member**

By: 
Jeffrey Chamberlain, Senior Vice President

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
PSM PALM BEACH, LLC, a Florida limited liability company
INTO
PUBLIX SUPER MARKETS, INC., a Florida corporation**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered as of the 1st day of April, 2017 (the "Effective Date"), by and between **PSM PALM BEACH, LLC**, a Florida limited liability company ("PSM Palm Beach") and **PUBLIX SUPER MARKETS, INC.**, a Florida corporation ("Publix"):

WITNESSETH:

WHEREAS, PSM Palm Beach is a limited liability company duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, Publix is a corporation duly organized and validly existing under the laws of the State of Florida, and a Member of PSM Palm Beach; and

WHEREAS Real Sub, LLC ("Real Sub") is a limited liability company duly organized and validly existing under the laws of the State of Florida, and a Member of PSM Palm Beach; and

WHEREAS, the members of PSM Palm Beach, the Managers of Real Sub and the Executive Committee of the Board of Directors of Publix have elected to merge PSM Palm Beach into Publix;

NOW THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto subject to the approval and adoption of this Agreement by Real Sub and Publix, and subject to the conditions hereinafter set forth, that PSM Palm Beach be merged into Publix, the existence of which shall be continued under the same name, and thereafter the individual existence of PSM Palm Beach shall cease. The terms and conditions of the merger are as follows:

1. On the Effective Date, PSM Palm Beach will merge with and into Publix (the "Merger") and the existence of PSM Palm Beach shall cease. Real Sub will continue to exist after the Merger as a limited liability company organized under the laws of the State of Florida. Publix will continue to exist after the Merger as a limited liability company organized under the laws of the State of Florida.
2. Publix shall survive the Merger. No change is to be made by merger in Publix's certificate of incorporation, bylaws, or capitalization. It will continue to exist, after Merger, as a corporation incorporated under the laws of the State of Florida.

Following the merger, the Articles of Incorporation of Publix as filed with the Department of State of the State of Florida will continue to be its Articles of Incorporation until changed as provided by law. The name of Publix shall not change.

3. On the Effective Date, the Percentage Interests (as defined in the PSM Palm Beach Operating Agreement) of Real Sub and Publix in PSM Palm Beach shall be deemed cancelled.
4. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date all of the property, rights, interests and other assets of PSM Palm Beach will be transferred to and vested in Publix and Publix will assume all of the liabilities of PSM Palm Beach.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger effective as of the Effective Date.

**PSM PALM BEACH, LLC, a
Florida limited liability company**

By: _____
Jeffrey Chamberlain, President

**REAL SUB, LLC, a Florida limited
liability company, Member**

By: _____
Jeffrey Chamberlain, Vice President

**PUBLIX SUPER MARKETS, INC., a
Florida corporation, Member**

By: _____
Jeffrey G. Chamberlain,
Senior Vice President

Publix.

*Christina Johnson-Boyce
Senior Real Estate Attorney
Direct Dial: (863) 499-8542*

April 12, 2017

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Merger for PSM Palm Beach, LLC into Publix Super Markets, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Merger for merging PSM Palm Beach, LLC into Publix Super Markets, Inc. Also enclosed is Publix Super Markets, Inc.'s check #5330030 in the amount of \$90.00, for the filing fee of \$25.00 for the LLC, and \$35.00 for the corporation, and one certified copy fee of \$30.00. I have also enclosed a self-addressed stamped envelope for return of the certified copy.

Please feel free to contact me at the above number if you have any questions. Thank you in advance for your assistance.

Sincerely,


Christina Johnson-Boyce

Enclosures