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WINN-DIXIE STORES, INC. 5050 EDGEWOOD COURT P.O. BOX B JACKSONVILLE, FLORIDA 32203-0297 (904) 783-5000

JUDITH W. DIXON  
Secretary

October 1, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
97 OCT -2 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

60000230998  
-10/02/97-01063-004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Winn-Dixie Stores, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Amendment to the Restated Articles of Incorporation of Winn-Dixie Stores, Inc. along with a check in the amount of \$87.50, representing:

Filing Fee	\$35.00
Certified Copy	<u>\$2.50</u>
<b>TOTAL</b>	<b>\$87.50</b>

After filing the Articles of Amendment, please forward to us one certified copy in the self-addressed, stamped envelope provided.

Very truly yours,

*Judith W. Dixon*  
Judith W. Dixon

MM/mm  
Enclosures  
H0179

*Amend*

V8 OCT 9 1997



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WD 22-72

ARTICLES OF AMENDMENT  
TO THE RESTATED ARTICLES OF INCORPORATION  
OF  
WINN-DIXIE STORES, INC.

FILED  
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1. The name of this Corporation is WINN-DIXIE STORES, INC.
2. The Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on October 28, 1991.
3. Articles of Amendment to the Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on October 13, 1992 and October 17, 1994.
4. The first sentence of ARTICLE THIRD of the Restated Articles of Incorporation of the Corporation is hereby amended by deleting such sentence in its entirety and substituting in lieu thereof the following:

"The total number of shares, including those previously authorized, which the Company may have outstanding at any time is 400,000,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share."

5. The foregoing amendment was adopted pursuant to Section 607.1003 of the Florida Business Corporation Act, by the unanimous written consent of the Board of Directors of the Corporation effective June 16, 1997, and by the Shareholders of the Corporation at the Annual Meeting of Shareholders on October 1, 1997.
6. The number of votes cast for the amendment by the Shareholders of the Corporation was sufficient for approval of the amendment.

IN WITNESS WHEREOF, Winn-Dixie Stores, Inc. has caused these Articles of Amendment to the Restated Articles of Incorporation of Winn-Dixie Stores, Inc. to be executed in its name by its President on this 1st day of October, 1997.

WINN-DIXIE STORES, INC.

By   
James Kufeldt  
President