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**Apr 28 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 118817 (6)

1. Corporation Name
WINN-DIXIE STORES, INC.



Principal Place of Business: **5050 EDGEWOOD COURT JACKSONVILLE FL 32254 US**

Mailing Address: **5050 EDGEWOOD COURT JACKSONVILLE FL 32254-3601 US**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/26/1928	3a. Date of Last Report 04/25/1996
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	4. FEI Number 59-0514290	Applied For <input type="checkbox"/> Not Applicable
25. Suite, Apt. #, etc.	26. City & State	27. Zip	28. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
29. Suite, Apt. #, etc.	30. City & State	31. Zip	32. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent BRAGIN, D H 5050 EDGEWOOD CT JACKSONVILLE FL 32205				10. Name and Address of New Registered Agent	
81. Name				82. Street Address (P.O. Box Number is Not Acceptable)	
83.				84. City	
				85. Zip Code FL	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	T <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRAGIN, D H	1.2 NAME	
STREET ADDRESS	5050 EDGEWOOD COURT	1.3 STREET ADDRESS	
CITY- ST- ZIP	JACKSONVILLE FL	1.4 CITY- ST- ZIP	
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JW DIXON	2.2 NAME	
STREET ADDRESS	5050 EDGEWOOD COURT	2.3 STREET ADDRESS	
CITY- ST- ZIP	JACKSONVILLE FL	2.4 CITY- ST- ZIP	
TITLE	CD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIS, A. DANO	3.2 NAME	
STREET ADDRESS	5050 EDGEWOOD COURT	3.3 STREET ADDRESS	
CITY- ST- ZIP	JACKSONVILLE FL	3.4 CITY- ST- ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KUFELDT, JAMES	4.2 NAME	
STREET ADDRESS	5050 EDGEWOOD COURT	4.3 STREET ADDRESS	
CITY- ST- ZIP	JACKSONVILLE FL	4.4 CITY- ST- ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVIS, T. WAYNE	5.2 NAME	
STREET ADDRESS	5050 EDGEWOOD COURT	5.3 STREET ADDRESS	
CITY- ST- ZIP	JACKSONVILLE FL	5.4 CITY- ST- ZIP	
TITLE	VD <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCKELLAR, C.H.	6.2 NAME	
STREET ADDRESS	5050 EDGEWOOD COURT	6.3 STREET ADDRESS	
CITY- ST- ZIP	JACKSONVILLE FL	6.4 CITY- ST- ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *D.H. Bragin* **D.H. Bragin** **04/10/97** **904/783-5117**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

WINN-DIXIE STORES, INC.
 FLORIDA DEPARTMENT OF STATE 1997 PROFIT CORPORATION ANNUAL REPORT
 FEI Number 59-0514290
 DOCUMENT # 118817 (6)

ADDITIONS TO OFFICERS AND DIRECTORS

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
DAVIS, A. DANO	CHAIRMAN, DIRECTOR	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
DAVIS, T. WAYNE	DIRECTOR	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
KUFELDT, JAMES	DIRECTOR AND PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
MCKELLAR, C. H.	DIRECTOR AND EXECUTIVE VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
BROCATO, R. J.	VICE PRESIDENT	600 EDWARDS AVE., HARAHAN, LA 70123
CALKINS, W. C.	VICE PRESIDENT	5233 COMMONWEALTH AVE., JACKSONVILLE, FL 32231
CRITCHLOW, J. W.	VICE PRESIDENT	2201 S. WILMINGTON ST., RALEIGH, NC 27603
EHSTER, R. J.	VICE PRESIDENT	1141 S. W. 12TH AVE., POMPANO BEACH, FL 33069
SCHLOSSER, J. A.	VICE PRESIDENT	720 LOCUST LANE, LOUISVILLE, KY 40213
LAFEVER, D. G.	VICE PRESIDENT	3015 COASTLINE DR., ORLANDO, FL 32808
MILLER, H. E.	VICE PRESIDENT	1550 JACKSON FERRY RD., MONTGOMERY, AL 36104
POWELL, J. R.	VICE PRESIDENT	5400 FULTON INDUSTRIAL BLVD., ATLANTA, GA 30336
SADLOWSKI, L. J.	VICE PRESIDENT	5500 S. FREEWAY, FORT WORTH, TX 76115
SEVIN, R. A.	VICE PRESIDENT	2400 E. HILLSBOROUGH AVE., TAMPA, FL 33610
TRIPP, B. B.	VICE PRESIDENT	2401 NEVADA BLVD., CHARLOTTE, NC 28231
DIXON, J. W.	SECRETARY	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
BRAGIN, D. H.	TREASURER	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254