

118817

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Amendment

Filed 10-3-90

4pgs.

Document Number Only

118817

CORPORATION SYSTEM  
 Requestor's Name  
 Address 1311 Executive Center Drive, Suite #200 (904)  
 Tallahassee, Florida 32301 656-8298  
 City State Zip Phone  
 ANY QUESTIONS CALL CYNTHIE OR MELANIE\*  
 CORPORATION(S) NAME

-10/03/90--00111--006  
 DOMESTIC AMENDMENT 87.50  
 CERT/PHOTO COPY---\*\*\*262.50  
 AMENDMENT-----\*\*\*35.00  
 TOTAL-----\*\*\*297.50

Winn-Dixie Stores, Inc.

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

FILED  
OCT -3 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, we, the undersigned, being respectively the President and Secretary of WINN-DIXIE STORES, INC. hereby certify:

A. The name of the corporation is WINN-DIXIE STORES, INC.

B. The first sentence of Article THIRD of the Company's Certificate of Incorporation, as heretofore amended, is amended to read as follows:

"The total number of shares, including those previously authorized, which the Company may have outstanding at any time is 100,000,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share, divided into two classes, one of which shall consist of the 49,999,295 shares of Common Stock previously authorized plus 49,999,295 additional shares of Common Stock not previously authorized and the other of which shall be designated "Class B Common Stock (Accumulating Convertible)" (hereinafter referred to as the "Class B Stock") which shall consist of the 705 shares previously authorized plus 705 additional shares of Class B Stock not previously authorized."

C. In accordance with the provisions of Section 607.1003, Florida Statutes, effective July 5, 1990, the Board of Directors of Winn-Dixie Stores, Inc. by unanimous written consent adopted a resolution setting forth the proposed Amendment to the Certificate of Incorporation and directed that the Amendment be submitted to a vote of shareholders at the annual meeting of the Corporation to be held at 9:00 A.M. on October 3, 1990, at the headquarters office of the Corporation, 5050 Edgewood Court, Jacksonville, Florida.

D. In accordance with the provisions of Section 607.0705, Florida Statutes, written notice setting forth a summary of the changes to be effected by the proposed amendment was given to each shareholder of record entitled to vote thereon in accordance with the

applicable laws of the State of Florida and the By-Laws of the Corporation.

E. At the annual meeting of shareholders of the corporation held on October 3, 1990, the proposed amendment was approved and adopted by the affirmative vote of the holders of a majority of the total number of shares of Common Stock and Class B Stock entitled to vote thereon, voting together as a single class; and the number of votes cast by the single voting group was sufficient for approval of the amendment.

IN WITNESS WHEREOF, Winn-Dixie Stores, Inc. has caused these Articles of Amendment to Articles of Incorporation to be executed in its corporate name and by its respective President and Secretary under the seal of the corporation on the 3rd day of October, 1990.

WINN-DIXIE STORES, INC.

By James Kufeldt  
Its President

By J. Shepard Bryan, Jr.  
Its Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of October, 1990 by James Kufeldt and J. Shepard Bryan, Jr., President and Secretary, respectively, of Winn-Dixie Stores, Inc., a Florida corporation, on behalf of the corporation.

J. D. W. Dyer  
Notary Public, State of  
Florida

My commission expires:

4/12/92