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Amendment

Filed 10-13-92

4 pgs.



America's Supermarket

WINN DIXIE STORES, INC. 5050 EDGEWOOD COURT P.O. BOX B JACKSONVILLE, FLORIDA 32203 0297 (904) 783-5427

WAYNE E. RIPLEY JR.  
Secretary

October 9, 1992

Department of State  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

FILED  
OCT 13 PM 2:13  
TALLAHASSEE, FLORIDA  
-10/14/92--6044--001  
DOMESTIC AMENDMENTS  
CERT/PHOTO COPY---\*\*\*105.00  
AMENDMENT-----\*\*\*35.00  
=====TOTAL-----\*\*\*140.00

Dear Sir:

Pursuant to Section 607.1006, I am delivering herewith Articles of Amendment to the Restated Articles of Incorporation of Winn-Dixie Stores, Inc. for filing with the Department of State of Florida.

Further enclosed is check in the amount of \$140.00 to cover filing fee and issuance of two certified copies.

- |                                  |            |
|----------------------------------|------------|
| 1. Filing Articles of Amendment  | - \$ 35.00 |
| 2. Furnishing 2 Certified copies | - \$105.00 |
| Total                            | - \$140.00 |

Please return the two certified copies of the enclosed Articles of Amendment to the undersigned.

If there is any question concerning the document or the calculation of the fees enclosed, please telephone the undersigned at (904) 783-5427.

Thank you for your consideration.

Sincerely,

*Wayne E. Ripley, Jr.*  
Wayne E. Ripley, Jr.

Enclosures

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

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Business Corporation Act, the undersigned Corporation hereby adopts the following Articles of Amendment to its Restated Articles of Incorporation:

1. The name of the Corporation is WINN-DIXIE STORES, INC.
2. The Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 28, 1991.
3. The following amendment to the Restated Articles of Incorporation was adopted by the Corporation on October 7, 1992, pursuant to Section 607.1003, Florida Business Corporation Act, having been adopted by the Directors of the Corporation on June 22, 1992, and by the Shareholders of the Corporation at its Annual Meeting on October 7, 1992, at the headquarters office of the Corporation, 5050 Edgewood Court, Jacksonville, Florida:

"Article NINTH of the Corporation's Restated Articles of Incorporation is amended by adding the following paragraph immediately after line 20 on page 4 thereof:

A special meeting of stockholders shall be held on call of the Board of Directors or the person or persons authorized in the By-Laws, or if the holders of not less than thirty percent (30%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held."

4. The number of shares of the single class of shares of common stock of the Corporation outstanding and entitled to vote thereon was 77,102,052, of which a majority sufficient for approval of 53,663,030 shares voted for the amendment and 5,742,740 shares voted against the amendment.

5. In accordance with the provisions of Section 607.0705, Florida Statutes, written notice of the Annual Shareholders' Meeting containing a summary of the changes to be effected by the proposed amendment was given to each Shareholder of record of the Corporation in accordance with the applicable laws of the State of Florida and the By-Laws of the Corporation.

IN WITNESS WHEREOF, Winn-Dixie Stores, Inc. has caused these Articles of Amendment to Restated 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 7th day of October, 1992.

WINN-DIXIE STORES, INC.

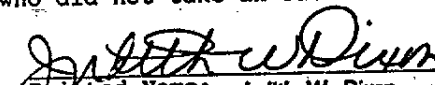
By   
Its President

By   
Its Secretary

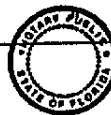
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me, this 7th day of October, 1992 by James Kufeldt and Wayne E. Ripley, Jr., President and Secretary, respectively, of Winn-Dixie Stores, Inc., a Florida corporation, on behalf of the corporation, who are personally known to me and who did not take an oath.

  
Printed Name: Judith W. Dixon  
Notary Public, State of Florida

My commission expires:



Notary Public, State of Florida  
JUDITH W. DIXON  
My Comm. Exp. April 12, 1996  
Comm. No. CC 185102