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Amendment  
Filed 10-27-55

5 pgs.

NO. A-18817-1-KK

WINN & LOVETT GROCERY COMPANY

Amend inc. cap. stock to  
7,500,000 shrs. com @ \$1.00

Attorney:  
J. Lewis Hall,  
Tallahassee, Fla.

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA,  
by edf, on Oct. 27, 1955

R. A. GRAY  
SECRETARY OF STATE

RECEIVED

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WINN & LOVETT GROCERY COMPANY, a Florida corporation, by A. D. Davis, its President, and E. W. Kavanaugh, its Secretary, does hereby certify:

APPROVED AND FILED

1. That at a meeting of the Board of Directors of said corporation duly convened and held at Jacksonville, Florida, on September 2, 1955, resolutions were adopted setting forth a proposed amendment to the Amended Certificate of Incorporation of said corporation, declaring said amendment advisable and calling a meeting of the stockholders of said corporation to be held at Jacksonville, Florida, at two o'clock P.M., Eastern Standard Time, on Tuesday, October 25, 1955, for the consideration and approval thereof. The resolution setting forth the proposed amendment was and is as follows:

170.00  
170.00  
24.00  
174.00  
174.00

"WHEREAS, it is deemed advisable that the amended Certificate of Incorporation of this Company be further amended as hereinafter set

"NOW, THEREFORE, BE IT RESOLVED, that the amended Certificate of Incorporation of Winn & Lovett Grocery Company be further amended by striking out Section THIRD thereof and substituting in lieu of the matter so stricken the following:

THIRD: The total number of shares, including those previously authorized, which the Corporation may have outstanding at any time is 7,500,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. The shares of Common Stock, having a par value of \$1.00 per share, may from time to time be issued for such consideration, payable in either money or property, labor or services, having a value as in the judgment of the Board of Directors shall be at least equivalent to the full par value of the stock so issued, and all shares so issued and paid for shall thenceforth be fully paid and non-assessable. Except as to stockholders having some contractual right of subscription, no holders of Common Stock shall have any preemptive right, as such holders, to purchase, subscribe for or otherwise acquire any part of any new or additional issue of capital stock of any class whatsoever, or of securities convertible into capital stock of any

class whatsoever, whether now or hereafter authorized, or whether issued for cash, property, labor or services."

2. That thereafter, pursuant to the aforesaid resolutions of its Board of Directors, a meeting of the stockholders of said Corporation was duly held at the office of the Corporation, 5050 Edgewood Court, Jacksonville, Florida, at two o'clock P.M., Eastern Standard Time, on Tuesday, October 25, 1955, at which meeting stockholders owning and entitled to vote 3,811,065 shares of a total of 4,700,764 shares of the Common (voting) Stock, having a par value of \$1.00 per share, of the corporation outstanding and entitled to vote at said meeting (being the only class of stockholders entitled to vote at said meeting), were present in person or duly represented by proxy and said stockholders thereupon, by the vote of a majority of the stock entitled to vote thereon, to-wit, by a vote of 3,808,436 shares of said Common Stock in the affirmative to 2,629 shares of said Common Stock in the negative, voted in favor of and approved the aforesaid amendment and directed the corporate officers to take all appropriate steps to make said amendment effective.

3. That said amendment was duly adopted in accordance with the provisions of Section 608.18, Florida statutes of 1953 and the capital of the Corporation will not be decreased by reason of such amendment.

IN WITNESS WHEREOF, said Winn & Lovett Grocery Company has caused this Certificate to be signed by its President, attested by its Secretary and its corporate seal to be hereunto affixed at Jacksonville, Florida, this 25th day of October, A.D., 1955.

WINN & LOVETT GROCERY COMPANY

BY [Signature] President

ATTEST [Signature] Secretary

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DUVAL )

I, Louise S. Bailey, an officer duly authorized to administer oaths and take acknowledgments in and for said State and County, do hereby certify that A. D. DAVIS and E. W. KAVANAUGH, to me well known and known to me to be President and Secretary, respectively, of the above named corporation, Winn & Lovett Grocery Company, and known to me to be the individuals described in and who executed the foregoing Certificate as such President and Secretary of said corporation, respectively, personally appeared before me this day and severally acknowledged to and before me that they executed said instrument as such officers of said corporation and for the purpose of thereby binding said corporation; that they were duly authorized by the Board of Directors of said corporation to so execute the same for the uses and purposes therein expressed; that the seal affixed to said instrument is the official seal of said corporation and that said instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, this 25th day of October, A. D. 1955.

*Louise S. Bailey*  
Notary Public, State of Florida at  
Large

My commission expires August 21, 1957