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Name change Amendment
Filed 11-15-55

6 pgs.

NO. A-18817 - 11

WINN LOVETT GROCERY COMPANY

Amend chg name to:
WINN-DIXIE STORES, INC.

Attorney:
Marks, Marks & Holt,
Jacksonville, Fla.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA,
by.cdt, on .Nov..15..1955

R. A. GRAY
SECRETARY OF STATE

RECEIVED

APPROVED AND FILED

D. A. [Signature]

WINN & LOVETT GROCERY COMPANY, a Florida corporation, ^{INC. 32.}
A. D. Davis, its President, and E. W. Kavanaugh, its Secretary, ^{doe}
hereby certify: ^{FLORIDA}

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:

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

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

'FIRST: The name of this corporation is WINN-DIXIE STORES, INC.'

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 3,726,482 shares of said Common

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C (A) 10.00
FILING 42.00
TOTAL 52.00
BY BANK 42.00
BALANCE DUE 10.00 Due

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

I, Louise J. 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 corpora-

tion that they were duly authorized by the Board of Directors of said corporation to execute the same for the uses and purposes therein

and 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 J. Bailey
Notary Public, State of Florida at
Large

My commission expires August 21, 1957

Stock in the affirmative to 54,532 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  President

ATTEST  Secretary

State of Florida

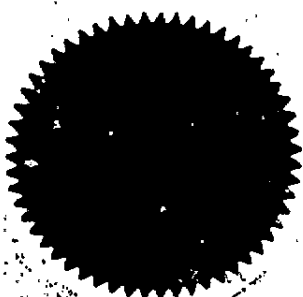


Office of Secretary of State

J. R. A. Gray, Secretary of State of the State of Florida,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment to Certificate of Incorporation
of WINN & LOVETT GROCERY COMPANY, a corporation organized
and existing under the Laws of the State of Florida, changing
its corporate name to WINN-DIXIE STORES, INC., filed on the
15th day of November, A. D., 1955, as shown by the records
of this office.

*Given under my hand and the Great Seal of
the State of Florida at Tallahassee, the Capital,
this the 15th day of November
A. D. 1955.*



Secretary of State