

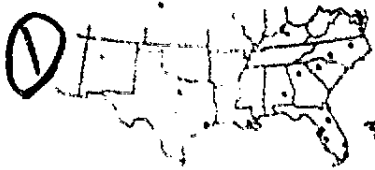
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Amendment (#1)

Filed 10-7-83

4pgs.



WINN-DIXIE STORES, INC.

GENERAL OFFICES — 5050 EDGEWOOD COURT — P.O. BOX 8 — JACKSONVILLE, FLORIDA 32202 (904) 783-5000

October 6, 1983

J. SHEPARD BRYAN, JR.
Secretary

Corporation Division
Department of State
Office of the Secretary of State
The Capitol Building
20th Floor - Room 2002
Tallahassee, Florida 32304

*Cancellation
Class B
Common*

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Gentlemen:

Pursuant to Section 607.204 of the Florida General Corporation Act, I am enclosing two copies of a form of "Statement of Cancellation" of 7,026,069 shares of Class B Common Stock (Accumulating Convertible) of Winn-Dixie Stores, Inc. to be filed with the Department of State.

The 7,026,069 shares covered by the "Statement of Cancellation" have been converted into Common Stock and cancelled and retired, and pursuant to Article THIRD of the Certificate of Incorporation of Winn-Dixie Stores, Inc., as amended, may not be reissued or other shares of Class B Common Stock issued in lieu thereof.

Under Section 607.204(6), Florida Statutes, this Statement of Cancellation constitutes an amendment to the Articles of Incorporation, as amended, of the Company, and reduces the number of shares of Class B Stock which the Corporation is authorized to issue.

A Winn-Dixie Stores, Inc. check payable to the order of the Secretary of State of Florida in the amount of \$30.00 is enclosed to cover (i) the \$15.00 fee for filing one copy of the "Statement of Cancellation" with the Department of State and (ii) the \$15.00 fee for certification of one copy for the permanent corporate records of our Company.

Thank you for your assistance in this matter.

Sincerely yours,

J. Shepard Bryan, Jr.

WALK IN - WILL WAIT
1-Certified Copy

JSB:o
Enclosures

Name	10-6-83
Availability	C. TAX
Document	FILING
Examining	R. ACCEPT
Update	C. COPY
Verityer	AMP
Acknowledgement	10/7
V. P. Verityer	RE. 10

(18)

FILED
OCT 17 1983
TALLAHASSEE, FLORIDA

OPERATORS OF FOOD STORES ACROSS THE SUNBELT

WINN-DIXIE STORES, INC.

FILED

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STATEMENT OF CANCELLATION OF 7,026,069 SHARES OF CLASS
B COMMON STOCK (ACCUMULATING CONVERTIBLE) OF THE COMPANY

FLORIDA

Pursuant to Section 607.204 of the Florida General Corporation Act, we, the undersigned, being respectively President and Secretary of Winn-Dixie Stores, Inc., do hereby certify as follows:

- (1) The name of the Corporation is Winn-Dixie Stores, Inc.
- (2) Pursuant to Article Third of the Certificate of Incorporation of the Company, as amended on December 12, 1968, October 6, 1972 and October 6, 1978, 7,026,069 shares of the Class B Common Stock (Accumulating Convertible) of the Company have been converted into Common Stock or have been cancelled and retired, and such shares may not be reissued nor may any other shares of Common Stock or of Class B Common Stock (Accumulating Convertible) be issued in lieu thereof, and the number of shares of Class B Common Stock, and the total number of shares, which the Company is authorized to have outstanding are accordingly reduced.

- (3) After giving effect to the cancellation of the 7,026,069 shares of its Class B Common Stock (Accumulating Convertible), the Corporation will have authority to issue the number of shares itemized by class as follows:

<u>Class of Stock</u>	<u>No. Shares Authorized</u>
Common Stock p.v. \$1.00 per sh.	30,790,237
Class B Common Stock (Accumulating Convertible) p.v. \$1.00 per sh.	<u>3,641</u>
Total - Common Stock and Class B Common Stock p.v. \$1.00 per sh.	<u>30,793,878</u>

- (4) This Statement of Cancellation shall constitute an amendment to the Articles of Incorporation of this Corporation, as amended, and shall reduce the number of shares of Class B Common Stock (Accumulating Convertible) which the Corporation is authorized to issue from 7,029,710

shares to 3,641 shares.

IN WITNESS WHEREOF, Winn-Dixie Stores, Inc. has caused this Statement of Cancellation to be executed on behalf of the Corporation by the respective President and Secretary of the Corporation on the 6th day of October, 1983.

WINN-DIXIE STORES, INC.

By A. Dano Davis
Its President

By J. Shepard Bryan
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of October, 1983 by A. Dano Davis and J. Shepard Bryan, Jr., President and Secretary respectively, of Winn-Dixie Stores, Inc., a Florida corporation, on behalf of the Corporation.

Theresa Oxford
Notary Public

Notary Public, State of Florida at Large.
My Commission Expires, March 12, 1986.