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Amendment
Filed 10-7-91

4 pgs.



America's Supermarket

118817

WINN-DIXIE STORES, INC. 5050 EDGEWOOD COURT P. O. BOX B JACKSONVILLE, FLORIDA 32203-0297 (904) 783-5000

JUDITH W. DIXON
Assistant Secretary for
Shareholder Relations

October 2, 1991

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

-10/08/91--001133--000
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 Articles of Incorporation of Winn-Dixie Stores, Inc. for filing with the Department of State of Florida.

We are enclosing check of Winn-Dixie Stores, Inc. in the amount of \$140.00 to cover filing fees and issuance of certificates in accordance with Section 607.0122, Florida Statutes.

- 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 Amendment to Articles of Incorporation or the calculation of the fees enclosed herewith, please telephone the undersigned at (904) 783-5000.

Thank you for your consideration.

Very truly yours,

J. Dixon
Judith W. Dixon

Enclosures

Name Availability	
Document Examiner	15
Updater	15
Updater Verifier	15
Acknowledgment	15
W. P. Verifier	15

15/J-2

FILED
9 OCT -7 1991
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
91 OCT -7 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003, Florida Business Corporation Act, the undersigned Corporation hereby adopts the following Articles of Amendment to its Certificate of Incorporation:

FIRST

The name of the Corporation is WINN DIXIE STORES, INC.

SECOND

1. The Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Florida on December 26, 1928.
2. A composite charter of the Certificate of Incorporation was certified by the Secretary of State of Florida on December 6, 1960.
3. Articles of Amendment to the Certificate of Incorporation of the Corporation were filed with the Office of the Secretary of State of Florida on (i) December 12, 1968, (ii) October 6, 1972, (iii) October 1, 1976, (iv) October 6, 1978, (v) October 7, 1983, (vi) October 8, 1986, and (vii) October 3, 1990.

THIRD

The text of the Amendment to the Articles of Incorporation is as follows:

Article THIRD of the Corporation's Certificate of Incorporation, as heretofore amended, is amended by deleting Article THIRD in its entirety and substituting in lieu thereof the following:

Article THIRD

The total number of shares, including those previously authorized, which the Corporation 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. Shares of Common Stock may from time to time be issued for such consideration, payable in either money or property (including shares of stock or other securities of the Corporation or any other corporation), 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.

FOURTH

In accordance with the provisions of Section 607.1003,
Florida Statutes, effective July 1, 1991, the Board of
Directors of Winn-Dixie Stores, Inc. by unanimous written
consent adopted a resolution setting forth the proposed
Amendment to Article THIRD of the Certificate of
Incorporation of the Corporation and recommended 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 2, 1991, at the headquarters office of the
Corporation, 5050 Edgewood Court, Jacksonville, Florida.

FIFTH

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.

SIXTH

At the annual meeting of shareholders of the
Corporation held on October 2, 1991, 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 entitled to vote thereon, 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 2nd day of
October, 1991.

WINN-DIXIE STORES, INC.

BY James Kufeldt
Its James Kufeldt President

BY Wayne E. Ripley, Jr.
Its Wayne E. Ripley, Jr. Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd
day of October, 1991 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.

Notary Public, State of
Florida

My commission expires:

4/12/92