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Amendment  
Filed 10-17-94

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

RONALD D. PETERSON  
Attorney

October 14, 1994

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

10/17  
100001304681  
-10/18/94--01077--012  
\*\*\*\*140.00 \*\*\*\*140.00

Dear Sir:

Pursuant to Section 607.1006, I am delivering herewith three copies of 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.

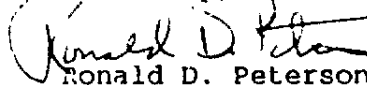
- |                                  |                   |
|----------------------------------|-------------------|
| 1. Filing Articles of Amendment  | - \$ 35.00        |
| 2. Furnishing 2 Certified copies | - <u>\$105.00</u> |
| Total                            | - <u>\$140.00</u> |

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) 783-5431.

Thank you for your consideration.

Sincerely,

  
Ronald D. Peterson

Enclosures

*COPIES SENT - memo  
for info*

FILED  
OCT 17 AM 11:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

FILED  
94 OCT 17 AM 11:10  
SECRETARY 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 Articles of Amendment to the Restated Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 13, 1992.
- 4 The following amendment to the Restated Articles of Incorporation was adopted by the Corporation on October 5, 1994, pursuant to Section 607.1003, Florida Business Corporation Act, having been adopted by the Directors of the Corporation on July 25, 1994, and by the Shareholders of the Corporation at its Annual Meeting on October 5, 1994, at the headquarters office of the Corporation, 5050 Edgewood Court, Jacksonville, Florida 32254.

"The first sentence of ARTICLE THIRD of the Restated Articles of Incorporation, as heretofore amended, of the Corporation be and it hereby is amended by deleting such sentence in its entirety and substituting in lieu thereof the following:

"The total number of shares, including those previously authorized, which the Company may have outstanding at any time is 200,000,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share."

5. The number of shares of the single class of shares of common stock of the Corporation outstanding and entitled to vote thereon was 74,114,668, of which a majority sufficient for approval of 60,266,616 shares voted for the amendment and 3,244,499 shares voted against the amendment

6. 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 by its respective President and Assistant Secretary under the seal of the Corporation on the 5th day of October, 1994

WINN-DIXIE STORES, INC

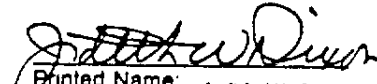
BY [Signature]  
Its President

By [Signature]  
Its Assistant Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of October 1994 by James Kufeldt and Ronald D. Peterson, President and Assistant 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 185103