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Apr 20, 1999 8:00 am
Secretary of State

04-20-1999 90079 004 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 118817

1. Corporation Name
WINN-DIXIE STORES, INC.



| | |
|---|---|
| Principal Place of Business 5050 EDGEWOOD COURT JACKSONVILLE FL 32254 US | Mailing Address 5050 EDGEWOOD COURT JACKSONVILLE FL 32254 US |
|---|---|

DO NOT WRITE IN THIS SPACE

| | | |
|---|--|----|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 | 30 |
|---|--|----|

| | | |
|--|--------------------------------|-------------------------------|
| 3. Date Incorporated or Qualified 12/26/1928 | 4. FEI Number 59-0514290 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required | |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees | |
| 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

9. Name and Address of Current Registered Agent
BRAGIN, D H
5050 EDGEWOOD CT
JACKSONVILLE FL 32205

10. Name and Address of New Registered Agent

| | |
|---|----------------|
| 81 Name | |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | FL 85 Zip Code |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|------------------------------------|---|---|
| TITLE | T <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BRAGIN, D H | 1.2 NAME | |
| STREET ADDRESS | 5050 EDGEWOOD COURT | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | JACKSONVILLE FL | 1.4 CITY-ST-ZIP | |
| TITLE | S <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | JW DIXON | 2.2 NAME | |
| STREET ADDRESS | 5050 EDGEWOOD COURT | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | JACKSONVILLE FL | 2.4 CITY-ST-ZIP | |
| TITLE | CD <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DAVIS, A. DANO | 3.2 NAME | |
| STREET ADDRESS | 5050 EDGEWOOD COURT | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | JACKSONVILLE FL | 3.4 CITY-ST-ZIP | |
| TITLE | PD <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KUFELDT, JAMES | 4.2 NAME | |
| STREET ADDRESS | 5050 EDGEWOOD COURT | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | JACKSONVILLE FL | 4.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DAVIS, T. WAYNE | 5.2 NAME | |
| STREET ADDRESS | 5050 EDGEWOOD COURT | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | JACKSONVILLE FL | 5.4 CITY-ST-ZIP | |
| TITLE | VD <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MCKELLAR, C.H. | 6.2 NAME | |
| STREET ADDRESS | 5050 EDGEWOOD COURT | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | JACKSONVILLE FL | 6.4 CITY-ST-ZIP | |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *D. Bragin* SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: 4/14/99
 Daytime Phone #: 904-783-5117

CR2E034 (11/98)