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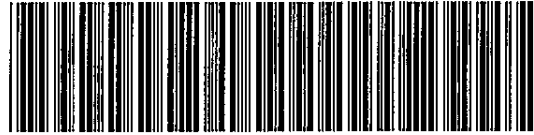
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04 DEC 28 PM 4: 5L  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Merger*  
G. Castellano DEC 29 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 109134 4724082  
AUTHORIZATION : *Patricia Pignatelli*  
COST LIMIT : \$ 148.75

ORDER DATE : December 28, 2004  
ORDER TIME : 2:28 PM  
ORDER NO. : 109134-005  
CUSTOMER NO: 4724082  
CUSTOMER: Cynthia Rubio  
Winn-dixie Stores Inc  
5050 Edgewood Court  
Jacksonville, FL 32254

ARTICLES OF MERGER

TRANSITORY SUB A, INC.  
TRANSITORY SUB C, INC.  
TRANSITORY SUB E, INC.

INTO

WINN-DIXIE STORES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**

**OF**

**TRANSITORY SUB A, INC.,**  
**A FLORIDA CORPORATION,**

**TRANSITORY SUB C, INC.,**  
**A FLORIDA CORPORATION,**

**AND**

**TRANSITORY SUB E, INC.,**  
**A FLORIDA CORPORATION,**

**WITH AND INTO**

**WINN-DIXIE STORES, INC.,**  
**A FLORIDA CORPORATION**

FILED  
04 DEC 28 PM 1: 51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**FIRST:** Annexed hereto and made a part hereof is the Plan of Merger for merging Transitory Sub A, Inc. ("Transitory Sub A"), Transitory Sub C, Inc. ("Transitory Sub C") and Transitory Sub E, Inc. ("Transitory Sub E") with and into Winn-Dixie Stores, Inc. ("Winn-Dixie Stores"), all Florida corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA").

**SECOND:** The Plan of Merger was adopted by the board of directors of Winn-Dixie Stores on December 23, 2004, and shareholder approval was not required.

**THIRD:** The Plan of Merger was adopted by the board of directors of each of Transitory Sub A, Transitory Sub C and Transitory Sub E on December 23, 2004, and shareholder approval was not required.

**FOURTH:** Winn-Dixie Stores, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized representatives to execute these Articles of Merger as of the date first above written.

Winn-Dixie Stores, Inc.,  
a Florida corporation

By: 

\_\_\_\_\_  
Name: Larry B. Appel  
Title: General Counsel

Transitory Sub A, Inc.  
a Florida corporation

By: 

\_\_\_\_\_  
Name: K.D. Hardee  
Title: President

Transitory Sub C, Inc.,  
a Florida corporation

By: 

\_\_\_\_\_  
Name: K.D. Hardee  
Title: President

Transitory Sub E, Inc.,  
a Florida corporation

By: 

\_\_\_\_\_  
Name: K.D. Hardee  
Title: President

**PLAN OF MERGER**

**OF**

**TRANSITORY SUB A, INC.,**  
**A FLORIDA CORPORATION,**

**TRANSITORY SUB C, INC.,**  
**A FLORIDA CORPORATION,**

**AND**

**TRANSITORY SUB E, INC.,**  
**A FLORIDA CORPORATION,**

**WITH AND INTO**

**WINN-DIXIE STORES, INC.,**  
**A FLORIDA CORPORATION**

This Plan of Merger, dated as of this 23 day of DECEMBER, 2004, is made by and between Transitory Sub A, Inc. ("Transitory Sub A"), Transitory Sub C, Inc. ("Transitory Sub C") and Transitory Sub E, Inc. ("Transitory Sub E") with and into Winn-Dixie Stores, Inc. ("Winn-Dixie Stores"), all Florida corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA").

**WHEREAS**, Transitory Sub A, Transitory Sub C and Transitory Sub E are all wholly owned subsidiaries of Winn-Dixie Stores, Inc., a Florida corporation.

**WHEREAS**, Transitory Sub A, Transitory Sub C and Transitory Sub E have each determined that it is in their best interests and in the best interests of their mutual sole stockholder for Transitory Sub A, Transitory Sub C and Transitory Sub E to merge with and into Winn-Dixie Stores (the "Merger"), so that Winn-Dixie Stores will continue as the surviving entity of the Merger;

**NOW, THEREFORE**, in consideration of the foregoing premises and the agreements contained herein, the parties hereto hereby agree as follows:

**I.**

**CONSTITUENT ENTITIES**

The name of each constituent entity is as follows: Transitory Sub A, Inc., Transitory Sub C, Transitory Sub E, Inc. and Winn-Dixie Stores, Inc. The constituent entities are all Florida corporations.

**II.**

**SURVIVING ENTITY**

The name of the surviving entity is Winn-Dixie Stores, Inc., a Florida corporation.

**III.**

**MERGER**

Pursuant to Section 607.1104 of the FBCA, Transitory Sub A, Transitory Sub C and Transitory Sub E shall be merged with and into Winn-Dixie Stores.

**IV.**

**ARTICLES OF INCORPORATION**

At the Effective Time (as defined in Article VI below), the Articles of Incorporation of Winn-Dixie Stores in effect immediately prior to the time the Merger becomes effective shall continue to be the Articles of Incorporation of the surviving entity.

**V.**

**MANNER AND BASIS OF CONVERTING INTEREST**

At the Effective Time, all issued and outstanding shares of common stock of Transitory Sub A, Transitory Sub C and Transitory Sub E, having no par value, ("Terminating Entities Common Stock"), will each be exchanged for one share of common stock of Winn-Dixie Stores, having a par value of One (\$1.00) Dollar per share ("Winn-Dixie Stores Common Stock"). All shares of Terminating Entities Common Stock will, upon conversion thereof into such one share of Winn-Dixie Stores Common Stock, cease to be outstanding and will automatically be cancelled and retired.

**VI.**

**EFFECTIVE DATE**

The Merger shall become effective as of the date of filing by the Secretary of State of the State of Florida of a certificate of merger for the Merger (the "Effective Time").

VIII.

**AUTHORIZATION AND APPROVAL**


This Agreement and Plan of Merger has been authorized and approved in accordance with Section 607.1104 of the FBCA.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized representatives to execute this Plan of Merger as of the date first above written.

Winn-Dixie Stores, Inc.,  
a Florida corporation

By:



\_\_\_\_\_  
Name: Larry B. Appel  
Title: Senior Vice President - General Counsel