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WINN-DIXIE STORES, INC.**

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

May 24, 2018

Pursuant to the provisions of 607.1008, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation:

- A. THE NAME OF THE CORPORATION IS: WINN-DIXIE STORES, INC.
- B. TEXT OF AMENDMENT: a new article 9 of the Articles of Incorporation of the Corporation is hereby added and shall read as follows:

“NINTH:

To the extent provided by Section 1123(a)(6) of chapter 11 of title 11 of the United States Code, the Corporation shall not be permitted to issue any non-voting equity securities.”

- C. DATE OF COURT ORDER APPROVING THE ARTICLES OF AMENDMENT; TITLE OF REORGANIZATION PROCEEDING IN WHICH THE ORDER WAS ENTERED; THE COURT HAD JURISDICTION OF THE PROCEEDING UNDER THE FOLLOWING FEDERAL STATUTE:

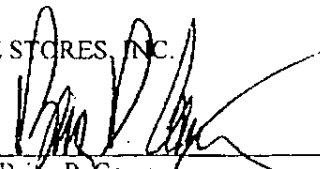
On March 27, 2018, Southeastern Grocers, LLC and certain of its subsidiaries, including the Corporation, commenced with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) voluntary cases pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code” and such cases, the “Chapter 11 Cases”).

These Articles of Amendment have been deemed approved without the need for board of directors or stockholder approval pursuant to §607.1008 of the Florida Statutes (the “FS”) because it is to carry out the *Amended Joint Prepackaged Chapter 11 Plan of Reorganization of Southeastern Grocers, LLC and Its Affiliated Debtors* (as may be altered, amended, or modified from time to time, and including all appendices exhibits, schedules and supplements thereto, the “Plan”), as confirmed on May 14, 2018 by order of the Bankruptcy Court.

These Articles of Amendment have been duly executed and acknowledged by an officer of the corporation designated by order of the Bankruptcy Court in accordance with the provisions of §607.1008 of the FS.

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The undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed as of May 24, 2018.

WINN-DIXIE STORES, INC.
By: 
Name: Brian P. Carney
Title: Executive Vice President and Chief Financial Officer