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COR AMND/RESTATE/CORRECT OR O/D RESIGN
WINN-DIXIE STORES, INC.

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M. MILLIGAN
MAY 29 2018

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2018 MAY 29 PM 4: 34

FILED

CERTIFICATE
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINN-DIXIE STORES, INC.

2018 MAY 29 PM 4: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


The undersigned, on behalf of Winn-Dixie Stores, Inc., a Florida corporation (the "Corporation"), does hereby certify to the Florida Department of State:

1. The name of the Corporation is Winn-Dixie Stores, Inc.
2. The Amended and Restated Articles of Incorporation attached hereto as Exhibit A (the "Restated Articles") amends, restates and supersedes the Amended and Restated Articles of Incorporation of the Corporation filed on November 21, 2006, and all amendments thereto.
3. The Restated Articles have been approved without the need for board of directors or stockholder approval pursuant to §607.1008 of the Florida Statutes 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.
4. The United States Bankruptcy Court for the District of Delaware has jurisdiction over the Corporation pursuant to the confirmation order and under Chapter 11 of Title 11 of the United States Code.
5. The Restated Articles shall be effective on the date filed with the Florida Department of State.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused this certificate to be executed on behalf of the Corporation this 29th day of May, 2018.

WINN-DIXIE STORES, INC.

By: 
Name: M. Sandlin Grimm
Its: Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A

(See Attached)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINN-DIXIE STORES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, the following is submitted:

ARTICLE I - NAME

The name of this corporation is: Winn-Dixie Stores, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the Corporation is 8928 Prominence Parkway, #200, Jacksonville, FL 32256.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any time is Four Hundred Million (400,000,000) shares of common stock, each having a par value of \$0.001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1201 Flays Street, Tallahassee, FL 32301 and the name of its registered agent at such address Corporation Service Company.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors. The board of directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be no less than three (3).

ARTICLE VI - NON-VOTING EQUITY SECURITIES

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.

**ARTICLE VII - DATE OF COURT ORDER APPROVING THE AMENDED AND
RESTATED ARTICLES OF INCORPORATION; 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.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

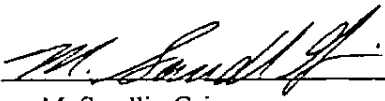
[SIGNATURE PAGE FOLLOWS]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 29th day of May, 2018.

WINN-DIXIE STORES, INC.

By: 
Name: M. Sandlin Grimm
Its: Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA