

194746



ACCOUNT NO. : 072100000032
REFERENCE : 749147 4351650

AUTHORIZATION :
COST LIMIT : \$ ~~113.75~~ *Patricia Patti* 78.75

FILED
00 JUN 29 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 29, 2000
ORDER TIME : 9:46 AM
ORDER NO. : 749147-015
CUSTOMER NO: 4351650

CUSTOMER: Katy Vega, Legal Assistant
Leboeuf Lamb Greene & Macrae
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

Merger

ARTICLES OF MERGER

WINN-DIXIE TEXAS, INC.

INTO

WINN-DIXIE LOUISIANA, INC.

RECEIVED
00 JUN 29 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY

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CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

HBR
6/29/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINN-DIXIE TEXAS, INC., a Texas corporation not authorized to transact
business in Florida

INTO

WINN-DIXIE LOUISIANA, INC., a Florida entity, 194746

File date: June 29, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032 Account charged: 78.75

ARTICLES OF MERGER
of
WINN-DIXIE TEXAS, INC.
(First Subsidiary Corporation)
with and into
WINN-DIXIE LOUISIANA, INC.
(Second Subsidiary Corporation)

FILED
00 JUN 29 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., WINN-DIXIE TEXAS, INC., and WINN-DIXIE LOUISIANA, INC., adopt the following Articles of Merger for the purpose of merging WINN-DIXIE TEXAS, INC., First Subsidiary Corporation, with and into WINN-DIXIE LOUISIANA, INC., Second Subsidiary Corporation:

- A. The names of the corporations which are parties to the merger are as follows: WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE TEXAS, INC., a Texas corporation, and WINN-DIXIE LOUISIANA, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE LOUISIANA, INC.
- B. The Plan of Merger dated June 29, 2000 among WINN-DIXIE STORES, INC., WINN-DIXIE TEXAS, INC., and WINN-DIXIE LOUISIANA, INC., is attached hereto and by this reference made a part hereof.
- C. WINN-DIXIE TEXAS, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE TEXAS, INC., has 100 shares of Common Stock with par value of \$10.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. WINN-DIXIE LOUISIANA, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE LOUISIANA, INC., has 10,000 shares of Common Stock with par value of \$10.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- E. The Plan of Merger was adopted and approved by the Board of Directors of WINN-DIXIE STORES, INC., as Parent Corporation, in the manner prescribed by provisions of Section 607.1104 of the Florida Business Corporation Act as of April 19, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., WINN-DIXIE TEXAS, INC., and WINN-DIXIE LOUISIANA, INC., have caused these Articles of

Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations the 29th day of June, 2000.

Signed, sealed and delivered
in the presence of:

WINN-DIXIE STORES, INC.

Cynthia N. Crossland

By: E. Ellis Zahra, Jr.
Its Senior Vice President

Sam Johnson

By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

WINN-DIXIE TEXAS, INC.

Cynthia N. Crossland

By: E. Ellis Zahra, Jr.
Its Vice President

Sam Johnson

By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

WINN-DIXIE LOUISIANA, INC.

Cynthia N. Crossland

By: E. Ellis Zahra, Jr.
Its Vice President

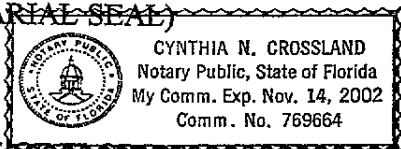
Sam Johnson

By: Judith W. Dixon
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary, respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

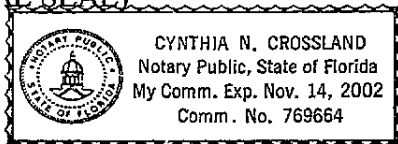


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE TEXAS, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

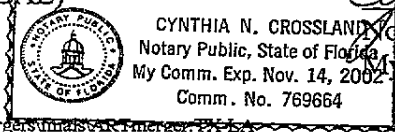


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE LOUISIANA, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

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PLAN OF MERGER

WINN-DIXIE STORES, INC.
(Parent Corporation)

WINN-DIXIE TEXAS, INC.
(First Subsidiary Corporation)

WINN-DIXIE LOUISIANA, INC.
(Second Subsidiary Corporation)

PLAN OF MERGER effective June 29, 2000 between WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE TEXAS, INC., a Texas corporation, and WINN-DIXIE LOUISIANA, INC., a Florida corporation; WINN-DIXIE TEXAS, INC. and WINN-DIXIE LOUISIANA, INC., being together hereinafter sometimes referred to as "Constituent Corporations".

RECITALS

- A. WINN & LOVETT GROCERY COMPANY was incorporated under the laws of Florida on December 26, 1928.
- B. The corporate name of WINN & LOVETT GROCERY COMPANY was changed to WINN-DIXIE STORES, INC. by Certificate of Amendment filed in the Office of the Secretary of State of Florida on November 15, 1955.
- C. TEXAS BRALEY, INC. was incorporated under the laws of Texas on June 29, 1994.
- D. The corporate name of TEXAS BRALEY, INC. was changed to WINN-DIXIE TEXAS, INC. on June 30, 1994.
- E. WINN-DIXIE HILL, INC. was incorporated under the laws of Florida on July 21, 1956.
- F. The corporate name of WINN-DIXIE HILL, INC. was changed to WINN-DIXIE LOUISIANA, INC. on June 30, 1958.
- G. WINN-DIXIE TEXAS, INC. is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC. WINN-DIXIE LOUISIANA, INC. is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC.
- H. The Board of Directors of WINN-DIXIE STORES, INC. deems it desirable and in the best interests of the Company that WINN-DIXIE TEXAS, INC. be merged with and into WINN-DIXIE LOUISIANA, INC. pursuant to Section 607.1104 of the Florida Business Corporation Act and pursuant to a resolution adopted at the Board of Directors meeting held April 19, 2000, WINN-DIXIE STORES, INC. approved this Plan of Merger.

- I. Pursuant to Section 607.1104 of the Florida Business Corporation Act, on June 29, 2000 WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of WINN-DIXIE TEXAS, INC. and WINN-DIXIE LOUISIANA, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the Constituent Corporations.
- J. The effective date of the merger is June 29, 2000.
- K. An executed Plan of Merger is on file at the principal place of business of WINN-DIXIE LOUISIANA, INC., 600 Edwards Ave., Harahan, LA 70123.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

SECTION ONE. Parties. The name of the Parent Corporation is WINN-DIXIE STORES, INC., the name of the First Subsidiary Corporation is WINN-DIXIE TEXAS, INC. and the name of the Second Subsidiary Corporation is WINN-DIXIE LOUISIANA, INC.

SECTION TWO. Merger. WINN-DIXIE TEXAS, INC. shall merge with and into WINN-DIXIE LOUISIANA, INC., which shall be the Surviving Corporation.

SECTION THREE. Terms and Conditions. On the effective date of the merger, the separate existence of WINN-DIXIE TEXAS, INC., as Absorbed Corporation, shall cease, and WINN-DIXIE LOUISIANA, INC., as Surviving Corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of WINN-DIXIE TEXAS, INC., without the necessity for any separate transfer. The Surviving Corporation shall hereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION FOUR. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation, as amended, of the Surviving Corporation, a copy of which is attached as Exhibit A hereto, shall continue to be the Articles of Incorporation following the effective date of the merger.

SECTION FIVE. By-Laws of Surviving Corporation. The By-Laws of the Surviving Corporation shall continue to be By-Laws of the Surviving Corporation following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified.

SECTION SEVEN. Cancellation of WINN-DIXIE TEXAS, INC. Shares on Merger. Each share of the Common Stock of WINN-DIXIE TEXAS, INC., issued and outstanding on the effective date of the merger, shall be retired and canceled, and no shares of WINN-DIXIE TEXAS, INC. shall be converted into shares of Common Stock of the Surviving Corporation.

As of the effective date of merger, each certificate of Common Stock of WINN-DIXIE TEXAS, INC., owned by the Parent Corporation shall be retired and canceled by the Parent Corporation.

Each share of WINN-DIXIE LOUISIANA, INC., outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the Surviving Corporation.

SECTION EIGHT. Copy of Plan of Merger. A copy of the Plan of Merger will be furnished by WINN-DIXIE LOUISIANA, INC. on written request and without cost, to the sole shareholder of WINN-DIXIE TEXAS, INC.

SECTION NINE. Effective Date of Merger. The effective date of this merger shall be June 29, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., WINN-DIXIE TEXAS, INC., and WINN-DIXIE LOUISIANA, INC., have caused this Plan of Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

WINN-DIXIE STORES, INC.

Cynthia M. Crossland

By: E. E. E. E. E.
Its Senior Vice President

Sam Johnson

By: Matthew Dixon
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

WINN-DIXIE TEXAS, INC.

Cynthia M. Crossland

By: E. E. E. E. E.
Its Vice President

Sam Johnson

By: Matthew Dixon
Its Secretary

FIRST SUBSIDIARY CORPORATION

Signed, sealed and delivered
in the presence of:

WINN-DIXIE LOUISIANA, INC.

Cynthia M. Crossland

By: E. E. E. E. E.
Its Vice President

Sam Johnson

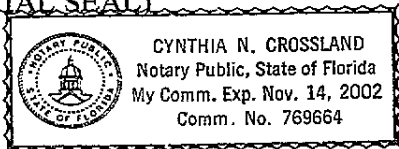
By: Matthew Quinn
Its Secretary

SECOND SUBSIDIARY CORPORATION

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary, respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

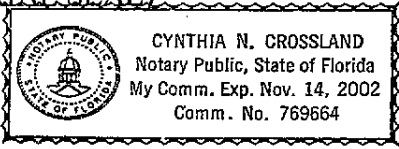


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE TEXAS, INC., a Texas corporation, on behalf of the corporation.

(NOTARIAL SEAL)

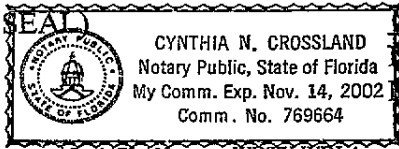


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE LOUISIANA, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

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CERTIFICATE OF INCORPORATION

of

WINN-DIXIE HILL, INC.

APPROVED AND FILED

J. A. Brown

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation for profit under and pursuant to the laws of the State of Florida and DO HEREBY CERTIFY as follows:

ARTICLE I

The name of this corporation shall be

WINN-DIXIE HILL, INC.

and its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be the following, to-wit:

(a) To manufacture, produce, process, buy, sell, trade in, distribute and otherwise dispose of and deal in foods and foodstuffs, including beverages, of all kinds and descriptions; and generally to deal in all kinds of foods and food products suitable for public consumption.

(b) To buy, sell, trade, produce, manufacture, hold, own, use, mortgage, pledge, encumber and otherwise handle, deal in and dispose of all kinds of goods, wares, merchandise, potables, drugs, commodities, machinery, equipment, supplies, products and personal property of every class and description; and generally to engage in and conduct any and all kinds of manufacturing and mercantile businesses not contrary to law.

(c) To purchase, acquire, hold, lease, design, construct, build, own, sell, develop, improve, operate, mortgage, encumber, convey and otherwise deal in and dispose of warehouses, storage plants, stores, factories, wharves, houses, tenements, structures, buildings and manufacturing and processing plants of every kind,

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nature and description whatsoever for the conduct of its own business or any other business.

(d) To purchase, acquire, hold, own, manage, operate, use, control, develop, improve, sell, convey, lease, mortgage and otherwise encumber, dispose of and deal in and with lands and real property and any interests therein.

(e) To enter into, make and perform contracts of every kind with any person, firm or corporation; to act as agent or representative of corporations, firms or individuals; to do a general business as selling agent, broker or factor; and to enter into a partnership or into any arrangement for sharing profits or union of interest, or cooperate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

(f) To acquire and undertake all or any part of the business assets and liabilities of any person, firm or corporation, and to pay for the same in cash, stock of the corporation, bonds, or otherwise.

(g) To acquire, hold, utilize, improve, develop, enjoy, lease, encumber, sell, assign and convey or otherwise deal in and use inventions, patents, patent rights, trade marks, copyrights and any licenses or other right or interests therein and thereunder.

(h) To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by, any other corporation organized under the laws of this state or any other state or government, and while owner thereof to exercise all the rights, powers and privileges of ownership.

(i) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not purchase any of its

own capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

(j) To borrow money and contract debts whenever necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any lawful purpose of its incorporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, warrants, bonds, debentures and other like instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise; and to subscribe for, purchase, receive, hold, own and deal in stocks, bonds, mortgages, securities and other obligations of other persons or corporations; and to exercise all the privileges connected therewith which could be exercised by a natural person.

(k) To carry on its business and purchase, hold, mortgage, sell, convey, lease or otherwise dispose of its real estate and personal property, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(l) Generally to have, enjoy and exercise all such powers as may be necessary or convenient to the several businesses of this corporation, the grants and powers herein contained being separate and several, without limitation one by another, to do all and everything and exercise any and all other powers which a natural person could do and exercise.

(m) To have, enjoy and exercise all the rights, powers and privileges conferred by the laws of the State of Florida upon corporations for profit organized under its statutes.

ARTICLE III

The authorized capital stock of this corporation shall

be One Hundred Thousand (\$100,000.00) Dollars divided into ten thousand (10,000) shares of common stock having a par value of Ten (\$10.00) Dollars per share, to be issued for cash, or for property, labor, services or other lawful considerations having a value in the judgment of the Board of Directors of this corporation at least equivalent to the full par value of the stock so to be issued; and such stock may be issued at such times and in such manner as may be directed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall begin business with a minimum capital of One Thousand (\$1,000.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation in the State of Florida shall be Drawer B, West Bay Station, Jacksonville 3, Florida.

ARTICLE VII

The Board of Directors of this corporation shall have not less than three (3) nor more than fifteen (15) members. The Directors shall be chosen at the annual meeting of the stockholders of this corporation. Vacancies in the Board of Directors shall be filled by the Directors remaining in office until the next election.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws, and the laws of Florida, shall hold office for the first year of existence of this corporation or until their successors are duly elected and have qualified, are as follows:

James E. Davis	5050 Edgewood Court Jacksonville, Florida
A. D. Davis	5050 Edgewood Court Jacksonville, Florida
M. Austin Davis	1051 S. E. 8th Street Hialeah, Florida

Tine W. Davis	1550 Jackson Ferry Road Montgomery, Alabama
E. W. Kavanaugh	5050 Edgewood Court Jacksonville, Florida

ARTICLE IX

The names and post office addresses of the officers of the corporation, who shall serve for the first year of its existence or until their successors are duly elected and have qualified, are as follows:

Tine W. Davis, President	1550 Jackson Ferry Road Montgomery, Alabama
J. E. Davis, Vice President	5050 Edgewood Court Jacksonville, Florida
A. D. Davis, Vice President	5050 Edgewood Court Jacksonville, Florida
M. Austin Davis, Vice President	1051 S. E. 8th Street Hialeah, Florida
E. W. Kavanaugh, Vice President	5050 Edgewood Court Jacksonville, Florida
Mark King, Vice President	1001 South Broad Street New Orleans, Louisiana
R. S. Query, Vice President	1001 South Broad Street New Orleans, Louisiana
J. S. Bryan, Jr., Secretary and Assistant Treasurer	5050 Edgewood Court Jacksonville, Florida
P. F. Arnall, Treasurer and Assistant Secretary	5050 Edgewood Court Jacksonville, Florida
W. R. Anchors, Assistant Secretary and Asst. Treasurer	5050 Edgewood Court Jacksonville, Florida
Gerald E. Kane, Assistant Secretary and Asst. Treasurer	1001 South Broad Street New Orleans, Louisiana

ARTICLE X

The name and post office address of each of the subscribers of this Certificate of Incorporation and the number of shares of stock, and the value of the consideration therefor, which each agrees to take are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE OF CONSIDERATION</u>
J. E. Davis	5050 Edgewood Court Jacksonville, Florida	98	\$ 980.00
J. S. Bryan, Jr.	5050 Edgewood Court Jacksonville, Florida	1	\$ 10.00
E. W. Kavanaugh	5050 Edgewood Court Jacksonville, Florida	1	\$ 10.00
	Total Consideration		\$1,000.00

ARTICLE XI

The annual meetings of the stockholders of this corporation shall be held on such date of each year as may be provided for in the by-laws hereafter to be adopted.

ARTICLE XII

The officers of this corporation shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors at the time and in the manner provided in the by-laws. The Board of Directors may in its discretion elect one or more Assistant Secretaries or Assistant Treasurers of the corporation. Any person may hold two or more offices except that the President shall not also be the Secretary or Assistant Secretary of the corporation. It shall not be necessary for an officer or director of the corporation to be a stockholder.

ARTICLE XIII

The Board of Directors shall have the right from time to time to make any or all rules or regulations and amendments and changes thereto not inconsistent herewith and shall have also the following powers:

(a) To make and alter the by-laws of this corporation; to fix the amount to be reserved as working capital over and above the capital stock paid in; and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(b) From time to time to determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger) or any of them, shall be open to inspection by stockholders, and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

(c) If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution, or in the by-laws of this corporation, have and exercise any and all powers of the Board of Directors in the management of the business and affairs of this corporation; and to have power to authorize the seal of this corporation to be affixed to all papers which may require it.

(d) Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

ARTICLE XIV

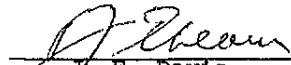
This corporation may, in its by-laws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statutes.

ARTICLE XV

Both stockholders and directors shall have the power, if the by-laws so provide, to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of the statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

IN WITNESS WHEREOF, the subscribers and incorporators

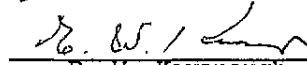
have hereunto set their hands and seals and have made, subscribed and acknowledged this Certificate of Incorporation at Jacksonville, Florida, this 20th day of **July** , A. D. 1956.



J. E. Davis (SEAL)



J. S. Bryan Jr. (SEAL)




E. W. Kavanaugh (SEAL)

STATE OF FLORIDA }
COUNTY OF DUVAL } SS

Before me, the undersigned authority, personally appeared J.E. DAVIS, J. S. BRYAN, JR. and E. W. KAVANAUGH, to me well known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation and each of them acknowledged to and before me that he executed said instrument for the uses and purposes therein expressed.

WITNESSED my hand and official seal at Jacksonville, Florida, this 20th day of **July** , A. D. 1956.



Notary Public

(SEAL)

My commission expires:

Sept. 23, 1957

State of Florida



Office of Secretary of State

J. R. A. Gray, Secretary of State of the State of Florida,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Incorporation of WINN-DIXIE HILL, INC., a corporation organized and existing under the Laws of the State of Florida, filed on the 21st day of July, A. D., 1956, as shown by the records of this office.

*Given under my hand and the Great Seal of
the State of Florida at Tallahassee, the Capital,
this the 23rd day of July
A. D. 19 56.*



R A Gray
Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WINN-DIXIE HILL, INC.,
a Florida corporation

THIS IS TO CERTIFY that at a special meeting of the Board of Directors of WINN-DIXIE HILL, INC., a Florida corporation, duly called and held on Thursday, June 19, 1958, at the principal office of the corporation at 5050 Edgewood Court, in Jacksonville, Florida, pursuant to written waiver of notice, a quorum being present, said Board of Directors duly approved and adopted a resolution setting forth the proposed Amendment to the Certificate of Incorporation of said Corporation which is hereinafter set forth, and further declaring such Amendment to be advisable and calling a special meeting of the stockholders of record entitled to vote for the consideration thereof, to be held pursuant to notice or written waiver of notice on Friday, June 20, 1958, at 10:30 o'clock in the forenoon, at the office of the Corporation at 5050 Edgewood Court, in Jacksonville, Florida; and

Thereafter, pursuant to the aforesaid resolution of the Board of Directors and written waiver of notice, a special meeting of stockholders of said Corporation was duly held on Friday, June 20, 1958, at 10:30 o'clock in the forenoon, at the principal office of the Corporation at 5050 Edgewood Court, in Jacksonville, Florida, at which meeting all of the stockholders of record of all the outstanding stock of said Corporation were present in person or by proxy, and at such meeting of stockholders the following resolution was unanimously approved and adopted, to-wit:

"WHEREAS, it is declared and deemed advisable that the Certificate of Incorporation of this Company be amended as hereinafter set forth;

"NOW THEREFORE, BE IT RESOLVED: That the Certificate of Incorporation of WINN-DIXIE HILL, INC. be amended by striking out ARTICLE I thereof in its entirety and by

substituting in lieu of the matter so stricken the following:

"ARTICLE I

The name of this Corporation shall be
WINN-DIXIE LOUISIANA, INC.

and its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient."

"AND BE IT FURTHER RESOLVED: That the President or Vice President and Secretary of this Corporation shall forthwith be and the same are hereby authorized and directed to take such steps as may be necessary or advisable to give effect to and carry out the said Amendment and the terms and provisions thereof, including the preparation and filing with the Secretary of State in Tallahassee, Florida, of the necessary Certificate of Amendment in the same manner as required for certificates of incorporation."

"AND BE IT FURTHER RESOLVED: That the Secretary be and hereby is directed to file with the proper state official of any state in which this Corporation is authorized to do business as a foreign corporation a certified copy of the Certificate of Amendment and/or any other instrument as may be required by the laws of such state."

IN WITNESS WHEREOF, this Certificate of Amendment is made and executed under the corporate seal of said Corporation and the hand of its President or one of its Vice Presidents and its Secretary, this 25th day of June, 1958.

WINN-DIXIE HILL, INC,

By: [Signature]
Its the President

(CORPORATE SEAL)

Attest: [Signature]
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL }

ss.

I, Madeline Rawls, an officer duly authorized to administer oaths and take acknowledgments in and for said State and County, do hereby certify that _____
E.W. Kavanaugh and J.S. Boyan, Jr., to me well known and known to me to be Vice President and Secretary, respectively, of the above named corporation, WINN-DIXIE HILL, INC., and known to me to be the individuals described in and who executed the foregoing Certificate of Amendment as such Vice President and Secretary of said corporation, respectively, personally appeared before me this day and severally acknowledged to and before me that they executed said instrument as such officers of said corporation and for the purpose of thereby binding said corporation; that they were duly authorized by the Board of Directors of said corporation to so execute the same for the uses and purposes therein expressed; that the seal affixed to said instrument is the official seal of said corporation and that said instrument is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, this 26th day of June, 1958.

Madeline Rawls
Notary Public, State of Florida at
Large

(NOTARIAL SEAL)

My commission expires: Sept. 16, 1961

State of Florida

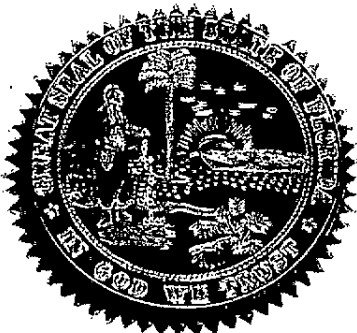


Office of Secretary of State

S. R. A. Gray, Secretary of State of the State of Florida,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment to Certificate of Incorporation of
WINN-DIXIE HILL, INC., a corporation organized and existing under
the Laws of the State of Florida, changing its corporate name to
WINN-DIXIE LOUISIANA, INC., filed on the 30th day of June, A. D.,
1958, as shown by the records of this office.

*Given under my hand and the Great Seal of
the State of Florida at Tallahassee, the Capital,
this the 30th day of June
A. D. 19 58.*



S. R. A. Gray
Secretary of State