



THE STATES CORPORATION COMPANY

330286

ACCOUNT NO. : 072100000032
REFERENCE : 749147 4351650
AUTHORIZATION :
COST LIMIT : \$ 113.75 *78.75*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 29 PM 1:35

FILED

ORDER DATE : June 29, 2000
ORDER TIME : 9:45 AM
ORDER NO. : 749147-010
CUSTOMER NO: 4351650

*Merger &
Name
Change*

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

700003308457--8

ARTICLES OF MERGER

WINN-DIXIE MONTGOMERY, INC.

INTO

WINN-DIXIE ATLANTA, INC.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 29 AM 10:38

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

ADR
6/29/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINN-DIXIE MONTGOMERY, INC., a Kentucky corporation 818821

INTO

WINN-DIXIE ATLANTA, INC. which changed its name to

WINN-DIXIE MONTGOMERY, INC., a Florida entity, 330286

File date: June 29, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

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

FILED
00 JUN 29 PM 1:35
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 MONTGOMERY, INC., and WINN-DIXIE ATLANTA, INC., adopt the following Articles of Merger for the purpose of merging WINN-DIXIE MONTGOMERY, INC., First Subsidiary Corporation, with and into WINN-DIXIE ATLANTA, 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 MONTGOMERY, INC., a Kentucky corporation, and WINN-DIXIE ATLANTA, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE ATLANTA, INC.
- B. The Plan of Merger dated June 29, 2000 among WINN-DIXIE STORES, INC., WINN-DIXIE MONTGOMERY, INC., and WINN-DIXIE ATLANTA, INC., is attached hereto and by this reference made a part hereof.
- C. WINN-DIXIE MONTGOMERY, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE MONTGOMERY, INC., has 450 shares of Common Stock with par value of \$100.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. WINN-DIXIE ATLANTA, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE ATLANTA, INC., has 50 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 MONTGOMERY, INC., and WINN-DIXIE ATLANTA, 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 29 day of June, 2000.

Signed, sealed and delivered
in the presence of:

Cynthia N. Crossland
Sam Johnson

WINN-DIXIE STORES, INC.

By: E. Ellis Zahra, Jr.
Its Senior Vice President
By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

Cynthia N. Crossland
Sam Johnson

WINN-DIXIE MONTGOMERY, INC.

By: E. Ellis Zahra, Jr.
Its Vice President
By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

Cynthia N. Crossland
Sam Johnson

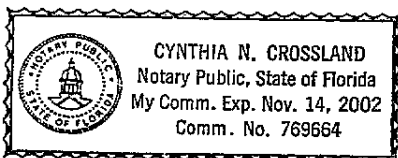
WINN-DIXIE ATLANTA, INC.

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

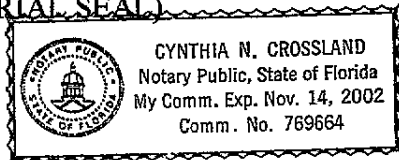


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

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 MONTGOMERY, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

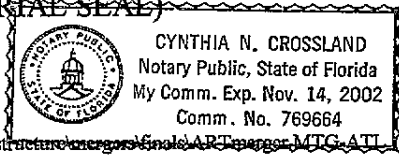


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

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 ATLANTA, 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 MONTGOMERY, INC.
(First Subsidiary Corporation)

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

PLAN OF MERGER effective June 29, 2000 between WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE MONTGOMERY, INC., a Kentucky corporation, and WINN-DIXIE ATLANTA, INC., a Florida corporation; WINN-DIXIE MONTGOMERY, INC. and WINN-DIXIE ATLANTA, 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. MAY-BILT, INC., was incorporated under the laws of Kentucky on February 19, 1947.
- D. The corporate name of MAY-BILT, INC. was changed to WINN-DIXIE MONTGOMERY, INC., on July 28, 1965.
- E. WINN-DIXIE ATLANTA, INC., was incorporated under the laws of Florida on May 20, 1968.
- F. WINN-DIXIE MONTGOMERY, INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC., WINN-DIXIE ATLANTA, INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC.
- G. The Board of Directors of WINN-DIXIE STORES, INC., deems it desirable and in the best interests of the Company that WINN-DIXIE MONTGOMERY, INC., be merged with and into WINN-DIXIE ATLANTA, INC., pursuant to the Section 607.1104 of the Florida Business Corporation Act by resolution adopted at the Board of Directors meeting held April 19, 2000. Shareholder approval of the merger is not required.

H. 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 MONTGOMERY, INC., and WINN-DIXIE ATLANTA, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the Constituent Corporations.

I. The effective date of the merger is June 29, 2000.

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 MONTGOMERY, INC., and the name of the Second Subsidiary Corporation is WINN-DIXIE ATLANTA, INC.

SECTION TWO. Merger. WINN-DIXIE MONTGOMERY, INC., shall merge with and into WINN-DIXIE ATLANTA, 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 MONTGOMERY, INC., as Absorbed Corporation, shall cease, and WINN-DIXIE ATLANTA, 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 MONTGOMERY, 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. Except as set forth in Section Five below, the Articles of Incorporation, as amended, of the Surviving Corporation shall continue to be the Articles of Incorporation following the effective date of the merger.

SECTION FIVE. Amendment of Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation are hereby amended and changed by striking out Article First of the Articles of Incorporation and inserting in lieu thereof the following:

"FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Winn-Dixie Montgomery, Inc."

SECTION SIX. 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 SEVEN. 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 EIGHT. Cancellation of WINN-DIXIE MONTGOMERY, INC., Shares on Merger. Each share of the Common Stock of WINN-DIXIE MONTGOMERY, INC., issued and outstanding on the effective date of the merger shall be retired and canceled, and no shares of WINN-DIXIE MONTGOMERY, 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 MONTGOMERY, INC., owned by the Parent Corporation shall be retired and canceled by the Parent Corporation.

Each share of WINN-DIXIE ATLANTA, 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 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 MONTGOMERY, INC., and WINN-DIXIE ATLANTA, 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:

Cynthia M. Crossland
Sam Johnson

WINN-DIXIE STORES, INC.

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

By: J. J. J. J. J.
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

Cynthia M. Crossland
Sam Johnson

WINN-DIXIE MONTGOMERY, INC.

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

By: J. J. J. J. J.
Its Secretary

FIRST SUBSIDIARY CORPORATION

Signed, sealed and delivered
in the presence of:

WINN-DIXIE ATLANTA, INC.

Cynthia N. Crossland

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

Sam Johnson

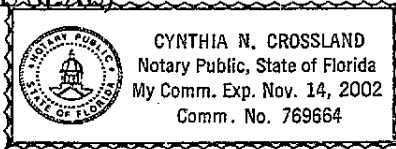
By: Judith W. Dixon
Its Secretary

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)

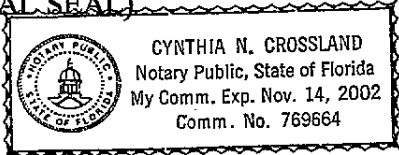


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

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 MONTGOMERY, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

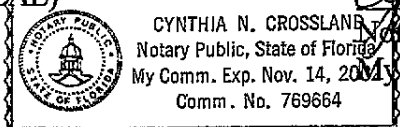


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

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 ATLANTA, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



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