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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 109134 4724082

AUTHORIZATION : *Patricia Lopez*

COST LIMIT : \$ 113.75

ORDER DATE : December 28, 2004

ORDER TIME : 2:29 PM

ORDER NO. : 109134-010

CUSTOMER NO: 4724082

CUSTOMER: Cynthia Rubio
Winn-dixie Stores Inc
5050 Edgewood Court

Jacksonville, FL 32254

ARTICLES OF MERGER

TRANSITORY SUB B, INC.

INTO

WINN-DIXIE MONTGOMERY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 29, 2004

RESUBMIT

CSC
ATTN: TROY
TALLAHASSEE, FL

SUBJECT: WINN-DIXIE MONTGOMERY, INC.
Ref. Number: 330286

We have received your document for WINN-DIXIE MONTGOMERY, INC. and the authorization to debit your account in the amount of \$113.75. However, the document has not been filed and is being returned for the following:

Per conversation today, I am returning this document to you for filing at a later date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 204A00071937

ARTICLES OF MERGER

OF

TRANSITORY SUB B, INC.,
A FLORIDA CORPORATION,

AND

WINN-DIXIE LOUISIANA, INC.,
A FLORIDA CORPORATION

WITH AND INTO

WINN-DIXIE MONTGOMERY, INC.,
A FLORIDA CORPORATION

FILED
05 JAN -4 PM 4:33
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 B, Inc. ("Transitory Sub B") and Winn-Dixie Louisiana, Inc. ("Winn-Dixie Louisiana") with and into Winn-Dixie Montgomery, Inc. ("Winn-Dixie Montgomery"), all Florida corporations, pursuant to Section 607.1101 of the Florida Business Corporation Act ("FBCA").

SECOND: The Plan of Merger was adopted by the sole shareholder of Winn-Dixie Montgomery on December 23, 2004.

THIRD: The Plan of Merger was adopted by the sole shareholder of Transitory Sub B and Winn-Dixie Louisiana on December 23, 2004.

FOURTH: Winn-Dixie Montgomery, 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 Montgomery, Inc.,
a Florida corporation

By: 

Name: Larry B. Appel
Title: Vice President

Transitory Sub B, Inc.,
a Florida corporation

By: 

Name: K.D. Hardee
Title: President

Winn-Dixie Louisiana, Inc.,
a Florida corporation

By: 

Name: Larry B. Appel
Title: Vice President

PLAN OF MERGER

OF

TRANSITORY SUB B, INC.,
A FLORIDA CORPORATION,

AND

WINN-DIXIE LOUISIANA, INC.,
A FLORIDA CORPORATION

WITH AND INTO

WINN-DIXIE MONTGOMERY, INC.,
A FLORIDA CORPORATION

This Plan of Merger, dated as of this 23 day of DECEMBER, 2004, is made by and between Transitory Sub B, Inc. ("Transitory Sub B"), Winn-Dixie Louisiana, Inc. ("Winn-Dixie Louisiana") and Winn-Dixie Montgomery, Inc. ("Winn-Dixie Montgomery"), all Florida corporations, pursuant to Section 607.1101 of the Florida Business Corporation Act ("FBCA").

WHEREAS, Transitory Sub B, Winn-Dixie Louisiana and Winn-Dixie Montgomery are all wholly owned subsidiaries of Winn-Dixie Stores, Inc., a Florida corporation.

WHEREAS, Transitory Sub B, Winn-Dixie Louisiana and Winn-Dixie Montgomery have each determined that it is in their best interests and in the best interests of their mutual sole stockholder for Transitory Sub B and Winn-Dixie Louisiana to merge with and into Winn-Dixie Montgomery (the "Merger"), so that Winn-Dixie Montgomery 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 B, Inc., Winn-Dixie Louisiana, Inc. and Winn-Dixie Montgomery, Inc. The constituent entities are all Florida corporations.

II.

SURVIVING ENTITY

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

III.

MERGER

Pursuant to Section 607.1101 of the FBCA, Transitory Sub B and Winn-Dixie Louisiana shall be merged with and into Winn-Dixie Montgomery.

IV.

ARTICLES OF INCORPORATION

At the Effective Time (as defined in Article VI below), the Articles of Incorporation of Winn-Dixie Montgomery 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 B, having no par value, and Winn-Dixie Louisiana, having a par value of Ten (\$10) Dollars per share, ("Terminating Entities Common Stock"), will be exchanged for one share of common stock of Winn-Dixie Montgomery, having a par value of Ten (\$10) Dollars ("Winn-Dixie Montgomery Common Stock"). All shares of Terminating Entities Common Stock will, upon conversion thereof into such one share of Winn-Dixie Montgomery 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

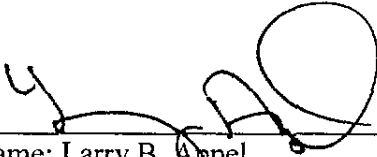
This Agreement and Plan of Merger has been authorized and approved in accordance with Section 607.1101 of the FBCA.

[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