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PLEASE FILE THESE ARTICLES OF MERGER WITH AN EFFECTIVE DATE OF
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MERGER OR SHARE EXCHANGE

GOODING'S SUPERMARKETS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GOODING'S OF MAITLAND, INC., a Florida corporation, M70398

GOODING'S WAREHOUSE, INC., a Florida corporation, P95000043272

INTO

GOODING'S SUPERMARKETS, INC., a Florida corporation, 364779

File date: August 20, 1999

Corporate Specialist: Darlene Connell

08/23/99 MON 12:35 FAX

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(850)487-6013 - 08/23/99 11:11 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 1999

GOODING'S SUPERMARKETS, INC.
2349 APOPKA BLVD.
APOPKA, FL 32703

SUBJECT: GOODING'S SUPERMARKETS, INC.
REF: 364779

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Darlene Connell
Corporate Specialist

FAX Aud. #: E99000021002
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ARTICLES OF MERGER

OF

GOODING'S OF MAITLAND, INC.,
a Florida corporation

AND

GOODING'S WAREHOUSE, INC.,
a Florida corporation

WITH AND INTO

GOODING'S SUPERMARKETS, INC.,
a Florida corporation

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Pursuant to the Florida Business Corporation Act, Gooding's Supermarkets, Inc., a Florida corporation ("Supermarkets"), Gooding's of Maitland, Inc., a Florida corporation ("Maitland") and Gooding's Warehouse, Inc., a Florida corporation ("Warehouse") hereby adopt the following Articles of Merger for the purpose of effecting the merger of Maitland and Warehouse with and into Supermarkets:

FIRST: The plan of merger, pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, is as follows:

1. Upon the filing of Articles of Merger (the "Articles of Merger") with the Florida Department of State, Gooding's of Maitland, Inc., a Florida corporation ("Maitland"), and Gooding's Warehouse, Inc., a Florida corporation ("Warehouse"), shall be merged with and into Gooding's Supermarkets, Inc., a Florida corporation ("Supermarkets"), and Supermarkets shall be the surviving corporation of such merger (the "Merger"). Supermarkets is hereinafter sometimes referred to as the "Surviving Corporation."

2. The terms and conditions of the Merger are as follows:

a. The Surviving Corporation shall continue the corporate existence of Supermarkets under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not

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revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

b. The Articles of Incorporation of Supermarkets, as in effect immediately prior to the filing of the Articles of Merger, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

c. The Bylaws of Supermarkets, as in effect immediately prior to the filing of the Articles of Merger, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

d. The directors and officers of Supermarkets immediately prior to the filing of the Articles of Merger shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

3. The manner of converting or exchanging the shares of each of the parties to the Merger shall be as follows:

a. Each share of the common stock of Maitland issued and outstanding as of the filing of the Articles of Merger, by virtue of the Merger and as of the filing of the Articles of Merger, shall be converted into and become, without action on the part of the holder thereof, the right to receive forty-four hundredth (.44) of a share of the common stock of Supermarkets.

b. Each share of the common stock of Warehouse issued and outstanding as of the filing of the Articles of Merger, by virtue of the Merger and as of the filing of the Articles of Merger, shall be converted into and become, without action on the part of the holder thereof, the right to receive six hundred ninety five and seventy-eight hundredth (695.78) shares of the common stock of Supermarkets.

c. At and after the filing of the Articles of Merger, each holder of shares of common stock of Maitland and each holder of shares of common stock of Warehouse, upon presentation and surrender of a certificate or certificates for such shares of common stock to Supermarkets, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Supermarket's common stock to which such shareholder is entitled as provided above in this Section 3. Until so presented and surrendered in exchange for a certificate representing common stock of Supermarkets, each certificate which represented issued and outstanding shares of common stock of Maitland or shares of common stock of Warehouse as of the filing of the Articles of Merger, shall be deemed for all purposes to evidence ownership of the number of shares of common stock of

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Supermarkets into which such shares of common stock of Maitland or shares of common stock of Warehouse have been converted pursuant to the Merger.

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act, the shareholders of Gooding's Supermarkets, Inc. approved the Merger by written consent dated as of August 18, 1999.

THIRD: Pursuant to the applicable provisions of the Florida Business Corporation Act, the shareholders of Gooding's of Maitland, Inc. approved the Merger by written consent dated as of August 18, 1999.

FOURTH: Pursuant to the applicable provisions of the Florida Business Corporation Act, the shareholders of Gooding's Warehouse, Inc. approved the Merger by written consent dated as of August 18, 1999.

IN WITNESS WHEREOF, Supermarkets, Maitland and Warehouse have caused these Articles of Merger to be signed in their corporate names by their respective officers, duly authorized as of the 18th day of August, 1999.

GOODING'S SUPERMARKETS, INC., a
Florida corporation

By: Jonathan Gooding
Jonathan Todd Gooding, Chief Executive
Officer

GOODING'S OF MAITLAND, INC., a
Florida corporation

By: Jonathan Gooding
Jonathan Todd Gooding, Chief Executive
Officer

GOODING'S WAREHOUSE, INC., a
Florida corporation

By: Jonathan Gooding
Jonathan Todd Gooding, Chief Executive
Officer

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