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FOREIGN PROFIT/NONPROFIT CORPORATION

New Albertson's Inc.

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April 30, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: NEW ALBERTSON'S INC.
REF: W09000020415

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Dale White
Regulatory Specialist II
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FAX Aud. #: E09000105960
Letter Number: 209A00014648

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. New Albertson's, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ohio 3. 20-4057706
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/26/2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 250 PARKCENTER BLVD., BOISE, ID 83726
(Principal office address)

same
(Current mailing address)

8. any and all lawful purposes including, but not limited to, retail grocery sales
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: Megan G. Ware
(Registered agent's signature)

Megan G. Ware
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

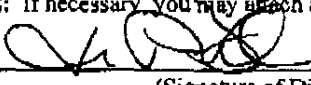
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. John P. Breedlove, Vice President & Secretary

(Typed or printed name and capacity of person signing application)

New Albertson's, Inc. officer, director with wk address New Albertson's, Inc.

Appointments		
Name	Appointed as	Work address
Darnell M. Allen	Vice President, Diversity and Inclusion	250 Parkcenter Blvd., P.O. Box 20, Boise ID 83726
Dennis J. Bassler	Vice President, Operations - Southern California	1421 S. Manhattan Ave., Fullerton CA 92831
Shannon Bennett	Vice President, Corporate Communications	11840 Valley View Road, Eden Prairie MN 55344
Judy Bequette	Vice President, Bakery Merchandising	11840 Valley View Rd., Eden Prairie MN 55344, United States
David L. Boehnen	Director	11840 Valley View Rd., Eden Prairie MN 55344, United States
David L. Boehnen	President, New Albertson's, Inc.	11840 Valley View Rd., Eden Prairie MN 55344, United States
Bart E. Bohlen	Vice President, Operations - Acme	8127 East 21st Street, Tulsa OK 74129
Stephen C. Bowater	Vice President and Chief Financial Officer, Jewel-Osco	150 Pierce Road, Suite 200, Itasca IL 60143, United States
John F. Boyd	Group Vice President and Treasurer	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
John P. Breedlove	Director	11840 Valley View Rd., Eden Prairie MN 55344, United States
John P. Breedlove	Vice President and Secretary	11840 Valley View Rd., Eden Prairie MN 55344, United States
Blaine Bringham	Vice President, Sales and Merchandising	75 Valley Stream Pkwy., Malvern PA 19355, United States
Gary Bronson	Vice President, Technical Operations	250 Parkcenter Blvd., Boise ID 83706, United States
Craig P. Brown	Vice President, Store Development Support and Office Svcs	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
Tammy L. Brusseau	Vice President, Fresh Merchandising	1701 Marina Boulevard, San Leandro CA 94577
Michael Buck	Vice President, Service Deli Merchandising	11840 Valley View Rd., Eden Prairie MN 55344, United States
James A. Cadres	Vice President, Merchandising Support	750 West Center Street, W. Bridgewater MA 02379
Nancy E. Chagares	Senior Vice President - Marketing & Merchandising, Jewel-Osco	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Michael K. Clawson	President, Intermountain West	3041 Pasadena Drive, 3rd Floor, Boise ID 83706
Sheila A. Close	Group Vice President, Application Services	250 Parkcenter Blvd., P.O. Box 20, Boise ID 83726
Timothy A. Corry	Vice President, Human Resources - Retail Midwest	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Douglas M. Cygan	Vice President, GM and Grocery Merchandising - Jewel Osco	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Leland J. Dake	Group Vice President - Wholesale Merchandising	11840 Valley View Rd., Eden Prairie MN 55344, United States
Christopher T. Dimos	President - Pharmacy Operations	3030 Cullerton Drive, Franklin Park IL 60131
Adrian J. Downes	Group Vice President and Controller	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
Joseph "Joe" G. Fehringer	Vice President, Retail Planning and Consolidations	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
James Fowler	Vice President, Grocery and Non Foods Buying	750 West Center Street, W. Bridgewater MA 02379
Anthony Frederico	Vice President, Operations - Eastern	75 Valley Stream Parkway, Malvern PA 19355

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Rachel V. Friedenberg	Assistant Corporate Secretary	11840 Valley View Rd., Eden Prairie MN 55344, United States
Elizabeth S. "Liz" Garrett	Vice President, Human Resources - Retail West	15100 North 90th Street, Scottsdale AZ 85260
Charla J. Gilles	Vice President, Operations - Southern California	134 North El Camino Real, Encinitas CA 92024
Michael S. Goulart	Vice President, Operations - Shaw's	750 West Center Street, W. Bridgewater MA 02379
Kip Bradley Gruell	Vice President, Meat and Seafood Merchandising	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
Edward N. Hanson	Group Vice President, Retail Merchandising - Midwest	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Larry C. Harmon	Vice President, Internal Audit	250 Parkcenter Blvd., PO Box 20, Boise, ID, 83726, U.S.A.
Gregory C. Heying	Senior Vice President, Logistics	19011 Lake Drive East, Chanhassen MN 55317, United States
Robert L. Hughes	Vice President, Operations - Jewel Osco	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Gary D. Hunstiger	Vice President, Operations - Drug Stores	3030 Cullerton Drive, Franklin Park, IL, 60131, U.S.A.
Eric Hymas	Senior Vice President, Center Store Merchandising - IMW	11840 Valley View Rd., Eden Prairie MN 55344, United States
Chris Imscher	Vice President, Human Resources - Pharmacy	3030 Cullerton Drive, Franklin Park IL 60131, United States
Michael L. Jackson	Executive Vice President	11840 Valley View Rd., Eden Prairie MN 55344, United States
Tony Z. Jolley	Vice President, IT Engineering	155 North 400 West, Salt Lake City UT 84103
Michael R. Ketcham	Vice President, Center Store Merchandising	200 North Puente, P.O. Box 1610, Brea CA 92821
Susan M. Klug	President, Southern California Division	8565 Knott Avenue, Buena Park, CA, 90620, USA
Pamela K. Knous	Director	11840 Valley View Rd., Eden Prairie MN 55344, United States
Pamela K. Knous	Executive Vice President & Chief Financial Officer	11840 Valley View Rd., Eden Prairie MN 55344, United States
Mark J. Lavin	Vice President, Real Estate and Store Development - West Reg	1421 S. Manhattan Ave., Fullerton CA 92631
Michael E. Lech	Vice President, Supply Chain Management	750 West Center Street, W. Bridgewater MA 02379
Tom Lofland	Vice President, Center Store Merchandising - IMW	11840 Valley View Rd., Eden Prairie MN 55344, United States
Timothy J. Lynch	Group Vice President, Retail Operations Support	250 Parkcenter Blvd., P.O. Box 20, Boise ID 83726
Duncan C. Mac Naughton	Executive Vice President - Marketing & Merchandising	11840 Valley View Road, Eden Prairie MN 55344, United States
Colin K. McKaon	Vice President, Real Estate & Construction	75 Valley Stream Parkway, Malvern, PA, 19355, USA
Joseph M. McKeska	Vice President, Real Estate & Construction	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Greg A. McNiff	Vice President, Marketing	915 E. 230th Street, Carson CA 90745
Gerald L. Melville	Senior Vice President, Operations - Eastern	1051 Winderley Place, Maitland FL 32751
Ronald T. Mendes	Vice President - Pharmacy Law & Regulatory Affairs	250 Parkcenter Blvd., PO Box 20, Boise, ID, 83726, U.S.A.
Todd M. Michael	Group Vice President, Retail Merchandising - West	250 Parkcenter Blvd., PO Box 20, Boise, ID, 83726, USA
Chris S. Mielke	Vice President, Marketing	250 Parkcenter Blvd, PO Box 20, Boise ID 83726
Jacqueline C. Morris	Vice President, Operations - Southern California	3943 State St., Santa Barbara, CA, 93105, U.S.A.
Scott Morris	Vice President, Fresh Merchandising - IMW	11840 Valley View Rd., Eden Prairie MN 55344,

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		United States
Susan D. Morris	Vice President, Operations - Western Idaho Area - Intermtn	250 Parkcenter Blvd., P.O. Box 20, Boise ID 83726
Michele A. Murphy	Senior Vice President, Labor Relations	11840 Valley View Road, Eden Prairie, MN, 55344, U.S.A.
Keith I. Nielsen	President - Jewel-Osco Division	150 Pierce Road, Suite 200, Itasca IL 60143, United States
John J. Nieman III	Vice President, Human Resources - Retail East	750 West Center Street, West Bridgewater MA 02379
Jeffrey Noddle	Chief Executive Officer	11840 Valley View Rd., Eden Prairie MN 55344, United States
Mitchell W. Oddo	Vice President, Total Alcohol Beverage	250 Parkcenter Blvd., P.O. Box 20, Boise, ID, 83726, U.S.A.
John G. Ortiz	Vice President, Las Vegas - Southern California	9725 S. Maryland Parkway, Las Vegas NV 89123
Jeffrey T. Osban	Vice President, Mdsq & Mktg Applications - Co-sourcing & Res	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
John C. Owen	Vice President, Regional Supply Chain	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Thomas A. Pankow	Vice President and Chief Financial Officer, Retail West	1421 South Manhattan Ave, Fullerton CA 92831
Peggy Pfaltzgraff-Holden	Vice President, Operations - Shaw's	750 W. Center St., West Bridgewater MA 02379, United States
David E. Pyllpaw	Executive Vice President, Human Resources	11840 Valley View Rd., Eden Prairie MN 55344, United States
David A. Robertson	Vice President, Logistics - Southern California - IMW Supply	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
Tony E. Rocheleau	Vice President, Operations - Southern California	25872 Muirlands Blvd., Mission Viejo, CA, 92691, U.S.A.
Brian D. Rood	Vice President, Regional Supply Chain	500 South Muddy Creek Road, Denver PA 17517
Daniel J. Salemi	Vice President, Central Services	15100 N. 90th Street, Scottsdale, AZ, 85260, U.S.A.
Fred J. Schult	Senior Vice President, Operations - Southern California	1421 Manhattan Ave., Fullerton, CA, 92831-5221, U.S.A.
Warren E. Simpson	Assistant Corporate Secretary	11840 Valley View Rd., Eden Prairie MN 55344, United States
Paul L. Singer	Senior Vice President & Chief Information Officer	11840 Valley View Rd., Eden Prairie MN 55344, United States
Sherry M. Smith	Senior Vice President - Finance	11840 Valley View Rd., Eden Prairie MN 55344, United States
James P. Smith	Group Vice President, Fresh Merchandising	1500 W. Shoreline Drive, Boise ID 83702
Judith A. Spiras	President - Acme	75 Valley Stream Parkway, Malvern, PA, 19355, U.S.A.
Randall T. Stewart	Vice President, Operations - Portland Metro Area	17001 Northeast San Rafael, Portland OR 97228
Nancy Superchi	Vice President, Human Resources - Shared Services	250 Parkcenter Blvd., P.O. Box 20, Boise ID 83726
Martin J. Teall	Vice President, Supply Chain	250 Parkcenter Blvd., P.O. Box 20, Boise ID 83726
Kevin H. Tripp	Executive Vice President, Retail Midwest	15100 North 90th Street, Scottsdale, AZ, 85260, U.S.A.
Doyle J. Troyer	Vice President, Tax	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
Peter J. Van Helden	Executive Vice President - Retail West	1421 S. Manhattan Ave., Fullerton CA 92831
Thomas P. Vesey	Senior Vice President, Operations - Shaw's	750 West Center Street, W. Bridgewater MA 02379
Larry D. Wahlstrom	President - Shaw's	750 W. Center St., West Bridgewater MA 02379, United States
Larry D. Wahlstrom	President - Shaw's Division	750 W. Center St., West Bridgewater MA 02379,

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Thomas J. Walter	Vice President, Labor Relations - East	United States 150 Pierce Road, Suite 200, Itasca IL 60143, United States
Roy C. Whitmore	Vice President, Operations - Jewel Osco	150 Pierce Road, Suite 200, Itasca IL 60143, United States
Carol L. Wood	Assistant Corporate Secretary	250 Parkcenter Blvd., PO Box 20, Boise ID 83726
Joseph F. Yaksitch	Senior Vice President, Operations - Intermountain West	5320 S. 900 East, Suite 100, Salt Lake City UT 84117
Daniel J. Zvonek	Vice President and Chief Financial Officer, Retail East	750 W. Center St., West Bridgewater MA 02379, United States

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**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NEW ALBERTSON'S, INC., an Ohio corporation, Charter No. 1825907, having its principal location in Cleveland, County of Cuyahoga, was incorporated on December 26, 2008 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 28th day of April, A.D. 2009*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

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