



super markets, inc.

Post Office Box 32018 • Lakeland • FL • 33802
Telephone: (863) 686-8754 • Fax: (863) 616-5704

John A. Attaway, Jr.
General Counsel and Secretary
Direct Dial: (863) 616-5701

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August 10, 2000

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

FEDERAL EXPRESS

Gentlemen:

Enclosed please find the original and a duplicate of the following documents for the formation of PublixDirect, LLC, a Florida limited liability company:

1. Articles of Organization for a limited liability company duly executed on behalf the Member; and
2. Certificate of Designation of Registered Agent/Registered Office and Acceptance duly executed by the designated initial Registered Agent.

Enclosed is Publix's check made payable to the Florida Department of State in the amount of \$133.75 to cover the filing fee for the Articles of Organization in the amount of \$100.00, the filing fee for the Certificate of Designation of Registered Agent/Registered Office in the amount of \$25.00 and the fee for furnishing a certified copy in the amount of \$8.75.

After examination, please file the original of the Articles of Organization and furnish me a certified copy of the Certificate of Organization. If there are any questions concerning any of the enclosed documents, please contact me collect at (863) 616-5701.

Thanking you for your cooperation, I am

Yours very truly,

John A. Attaway, Jr.

JAA/lw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION **FOR A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby present these Articles of Organization for the formation of a Limited Liability Company pursuant to the Florida Limited Liability Company Act.

ARTICLE 1

NAME

The name of the Limited Liability Company is: **PublixDirect, LLC**

ARTICLE 2

PRINCIPAL OFFICE

The mailing address of the Limited Liability Company is P. O. Box 407, Lakeland, FL 33802-0407, and the street address of the principal office of the Limited Liability Company is Suite 312, SunTrust Plaza, 210 South Florida Avenue, Lakeland, FL 33801.

ARTICLE 3

REGISTERED AGENT

The name of the initial Registered Agent for service of process of the Limited Liability Company is John A. Attaway, Jr., and the street address of the initial registered office of the Limited Liability Company is 321 South Kentucky Avenue, Lakeland, FL 33801. A statement required by Section 608.15, Florida Statutes, is attached to these Articles of Organization.

ARTICLE 4

MANAGERS

The Limited Liability Company is to be a Manager-managed company. The initial Managers are:

<u>Name</u>	<u>Address</u>
Howard M. Jenkins	P. O. Box 407, Lakeland, FL 33802
Charles H. Jenkins, Jr.	P. O. Box 407, Lakeland, FL 33802
Thomas O'Connor	P. O. Box 407, Lakeland, FL 33802
John A. Attaway, Jr.	P. O. Box 32018, Lakeland, FL 33802
David P. Phillips	P. O. Box 32018, Lakeland, FL 33802

ARTICLE 5

DURATION

The period of duration of the Limited Liability Company shall be thirty (30) years, commencing on the date of the execution and acknowledgement of these Articles of Organization.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6
PURPOSE

The Limited Liability Company is organized for the purpose of developing and operating an e-commerce retail business, and otherwise to engage in such activities reasonably related thereto as determined from time to time by the Members.

ARTICLE 7
MEMBER

The name and addresses of the initial Member of this Limited Liability Company is:

Names of Member

Addresses of Members

Publix Super Markets, Inc.

P. O. Box 407
Lakeland, FL 33802-0407

ARTICLE 8
ADMISSION OF ADDITIONAL MEMBERS

Except to the extent otherwise provided in the Operating Agreement of the Limited Liability Company, no additional individual or entity shall be admitted as a Member of the Limited Liability Company unless each Member consents in writing to the admission of the additional individual or entity.

ARTICLE 9
INDEMNIFICATION

Except to the extent otherwise provided in the Operating Agreement of the Limited Liability Company, the Limited Liability Company shall indemnify each individual or entity who was, is a Member, Manager, officer, employee or agent of the Limited Liability Company to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Member, by its duly authorized agent, has executed these Articles of Organization this 10th day of August, 2000.

PUBLIX SUPER MARKETS, INC.,
a Florida corporation

By: _____

Name: John A. Attaway, Jr.

Title: Secretary

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING Articles of Organization were acknowledged before me this 10th day of August, 2000, by John A. Attaway, Jr., as Secretary, of PUBLIX SUPER MARKETS, INC., a Florida corporation, on behalf of said corporation, who is personally known to me.

(AFFIX NOTARY SEAL)

Elizabeth S. Whitley
NOTARY PUBLIC

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(c), Florida Statutes, the following is submitted:

PublixDirect, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated John A. Attaway, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 321 South Kentucky Avenue, Lakeland, Florida 33801.

ACCEPTANCE

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, Florida Statutes, as the same may apply to the Company.

Dated this 10th day of August, 2000.



John A. Attaway, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA