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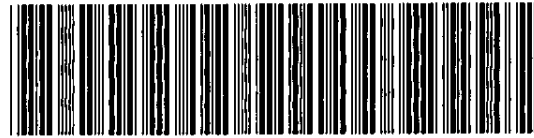
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 1/8/09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN - 7 2009

EXAMINER



CORPORATION SERVICE COMPANY

EFFECTIVE DATE 1/8/09

ACCOUNT NO. : 072100000032

REFERENCE : 848974 4724082

AUTHORIZATION :

COST LIMIT : \$ 150

Spredeman

ORDER DATE : January 6, 2009

ORDER TIME : 2:18 PM

ORDER NO. : 848974-010

CUSTOMER NO: 4724082

FILED
09 JAN -6 AM 9:35
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

DOMESTIC FILING-CONVERSION

NAME: WINN-DIXIE MONTGOMERY, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 1/8/09

FILED
09 JAN -6 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
WINN-DIXIE MONTGOMERY, INC.
INTO
WINN-DIXIE MONTGOMERY, LLC.**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following corporation into a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

330286

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is: Winn-Dixie Montgomery, Inc.
2. Winn-Dixie Montgomery, Inc. is a corporation first organized, formed and incorporated under the laws of the State of Florida on May 20, 1968.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is: Winn-Dixie Montgomery, LLC.
4. This Certificate of Conversion shall be effective as of January 8, 2009.

Signed this 29th day of December, 2008.

**Member, Winn-Dixie Montgomery, LLC:
WINN-DIXIE STORES, INC.**

By: [Signature]
Larry B. Appel
Senior Vice President, Human Resources, Legal
and General Counsel

and

WINN-DIXIE MONTGOMERY, INC.

By: [Signature]
Larry B. Appel
Vice President and Secretary

NOT APPROVED
ATTY: [Signature]
DATE: 12-19-08

EFFECTIVE DATE 1/8/09

FILED
09 JAN -6 AM 9:35
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
WINN-DIXIE MONTGOMERY, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Winn-Dixie Montgomery, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal place of business of the Company is:

5050 Edgewood Court
Jacksonville, Florida 32254

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The street address of the initial Registered Office of the Company in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Company at the above address shall be Corporation Service Company.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by the sole member and is, therefore, a member-managed company.

**ARTICLE V
EFFECTIVE DATE**

The effective date of this Certificate of Conversion shall be January 8, 2009.

IN WITNESS WHEREOF, the undersigned person has executed these Articles of Organization this ____ day of 12-12-08, 2008.

LEGAL APPROVED
ATTY: [Signature]
DATE: 12-19-08

MEMBER:

WINN-DIXIE STORES, INC.

By: [Signature]

Name: Larry B. Appel
Its: Senior Vice President, Human Resources,
Legal and General Counsel

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

The Winn-Dixie Montgomery, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as 5050 Edgewood Court, Jacksonville, Florida 32254, has named Corporation Service Company, 1201 Hayes Street, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

LEGAL APPROVED
ATTY: [Signature]
DATE: 12-19-08

MEMBER:

WINN-DIXIE STORES, INC.

By: [Signature]

Larry B. Appel
Senior Vice President, Human Resources,
Legal and General Counsel

Date: 12/29/08

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

CORPORATION SERVICE COMPANY

By: [Signature]

Name:

Harry B. Davis

Title:

Asst. Vice President

Date: 1/6/09