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(City/State/Zip/Phone #)

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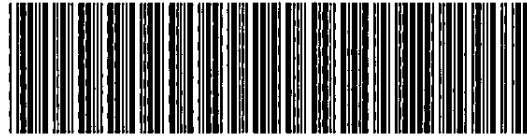
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TALLAHASSEE, FLORIDA

(850) 245-6051.

## COVER LETTER

TO: **Registration Section**  
**Division of Corporations**

SUBJECT: **PSM SC ACQUISITION COMPANY, LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Liz Whatley**

Name of Person

**Publix Super Markets, Inc.**

Firm/Company

**Post Office Box 407**

Address

**Lakeland, Florida 33802-0407**

City/State and Zip Code

**shirley.starling@publix.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Louise W. Spivey**

at (

**863**

**688-1188 x55021**

Name of Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|---|---|

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
PSM SC ACQUISITION COMPANY, LLC**

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Limited Liability Company (the "Company") shall be **PSM SC ACQUISITION COMPANY, LLC**.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address of the principal office of the Company shall be P. O. Box 407, Lakeland, Florida 33802-0407, and the street address of the principal office of the Company shall be 3300 Publix Corporate Parkway, Lakeland, Florida 33811.

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Company shall be located at 3300 Publix Corporate Parkway, Lakeland, Florida 33811, and the initial registered agent of the Company at such office shall be John A. Attaway, Jr. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV  
BUSINESS AND PURPOSE**

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon companies formed under such Act.

**ARTICLE V  
OPERATING AGREEMENT**

The power to adopt the Operating Agreement of the Company, to alter, amend, or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the member(s) of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the law of the State of Florida or of the United States.

**ARTICLE VI**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the member(s) herein are subject to this reservation.

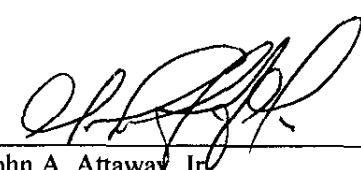
IN WITNESS WHEREOF, the undersigned authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed these Articles of Organization for the uses and purposes therein stated.

  
\_\_\_\_\_  
John A. Attaway, Jr.  
Authorized Representative of a Member

**PSM SC ACQUISITION COMPANY, LLC**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 6th day of September, 2013.

  
\_\_\_\_\_  
John A. Attaway, Jr.

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JACKSONVILLE, FLORIDA