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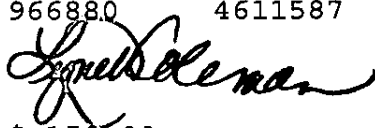
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JAN 27 2016
T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 966880 4611587
AUTHORIZATION : 
COST LIMIT : \$ 150.00

ORDER DATE : January 21, 2016
ORDER TIME : 1:57 PM
ORDER NO. : 966880-010
CUSTOMER NO: 4611587

DOMESTIC CONVERSION FILING

NAME: WINN-DIXIE LOGISTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

OF

WINN-DIXIE LOGISTICS, INC. - 900-58407

INTO

WINN-DIXIE LOGISTICS, LLC

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned converting entity files this Certificate of Conversion for the purpose of converting WINN-DIXIE LOGISTICS, INC., a Florida corporation, into WINN-DIXIE LOGISTICS, LLC, a Florida limited liability company.

1. WINN-DIXIE LOGISTICS, INC. has been converted into a Florida limited liability company (the "Conversion") in accordance with Chapter 605 of Florida Statutes and such Conversion complies with the applicable laws governing corporations and limited liability companies in Florida.

2. The Plan of Conversion governing the Conversion was approved by WINN-DIXIE LOGISTICS, INC. by written consent of its board of directors and written consent of its shareholders and in accordance with the provisions of Chapter 607 of Florida Statutes.

3. The name of the Florida limited liability company arising from the Conversion is "WINN-DIXIE LOGISTICS, LLC." The articles of organization of WINN-DIXIE LOGISTICS, LLC are attached hereto as Exhibit A and the address of the principal office of WINN-DIXIE LOGISTICS, LLC is 5050 Edgewood Court, Jacksonville, Florida 32254.

4. The Conversion shall be effective at 11:59 p.m. est. on January 21, 2016.

5. If the Conversion shall give rise to appraisal rights, WINN-DIXIE LOGISTICS, LLC shall pay to shareholders having such appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333 of the Florida Statutes.

6. WINN-DIXIE LOGISTICS, INC. was incorporated under the laws of the State of Florida on June 15, 2000.

Dated: January 21, 2016

WINN-DIXIE LOGISTICS, INC.

By: M. Sandlin Grimm

Name: M. Sandlin Grimm

Its: Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 JAN 21 AM 6:27

Exhibit A

See attached.

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D.C.

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

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I- NAME

The name of this limited liability company (the "Company") is WINN-DIXIE LOGISTICS, LLC.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the Company is 5050 Edgewood Court, Jacksonville, Florida 32254.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Company is Corporation Service Company, 1201 Hays Street Tallahassee, Florida 32301.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

ARTICLE VI - EFFECTIVE DATE AND TIME

These Articles of Organization shall be effective at 11:59 p.m. est. on January 21, 2016.

IN WITNESS WHEREOF, the undersigned, being the manager of the Company, has executed these Articles of Organization this 21st day of January, 2016. In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


M. Sandlin Grimm, Vice President and Secretary

STATE OF FLORIDA
COUNTY OF JACKSONVILLE

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FILED

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

WINN-DIXIE LOGISTICS, LLC

2. The name and address of the registered agent and office are:

**Corporation Service Company
1201 Hays Street
Jacksonville, Florida 32301**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: January 21, 2016

Signature of Registered Agent



Corporation Service Company

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NOTARY
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