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WRITER'S DIRECT DIAL
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WRITER'S E-MAIL ADDRESS
Kelli_Lester@SHMM.COM

November 30, 1998

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002703069--2
-12/04/98--01050--003
****293.75 ****293.75

Re: *Harris Teeter Properties, LLC*

Dear Sir or Madam:

Enclosed please find the following documents:

998-27268

CM

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence for Harris Teeter Properties, LLC;
5. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
4. Check for \$293.75.

18th

Please register Harris Teeter Properties, LLC as a foreign limited liability company authorized to transact business in Florida. In addition, return to the undersigned a Certificate of Status for Harris Teeter Properties, LLC and a letter of acknowledgment.

Thank you for your assistance in this matter. Please call if you have any questions or comments.

Very truly yours,

Kelli B. Lester

Kelli B. Lester

Enclosures

cc: Jeff Sherman
Saxby M. Chaplin, Esq.



1999
SPECIAL OLYMPICS
WORLD GAMES
NORTH CAROLINA

OFFICIAL LAW FIRM FOR THE 1999 SPECIAL OLYMPICS WORLD GAMES

FILED
99 DEC 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 7, 1998

KELLI B. LESTER
P.O. BOX 31247
CHARLOTTE, NC 28231-1247

SUBJECT: HARRIS TEETER PROPERTIES, LLC
Ref. Number: W98000027268

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TALLAHASSEE, FLORIDA

We have received your document for HARRIS TEETER PROPERTIES, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 998A00057696

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Harris Teeter Properties, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FBI number, if applicable)
4. July 6, 1998
(Date of Organization)
5. December 31, 2048
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Has not transacted business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 701 Crestdale Drive
Matthews, North Carolina 28105
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>J. Gregory Ambro</u>	<u>Mgr.</u>	<u>Karen L. Stout</u>	<u>Mgr.</u>
<u>701 Crestdale Dr.</u>		<u>701 Crestdale Dr.</u>	
<u>Matthews, NC 28105</u>		<u>Matthews, NC 28105</u>	
<u>Fred J. Morganthal</u>	<u>Mgr.</u>	_____	_____
<u>701 Crestdale Dr.</u>		_____	
<u>Matthews, NC 28105</u>		_____	
<u>Lawrence D. Nivens</u>	<u>Mgr.</u>	_____	_____
<u>701 Crestdale Dr.</u>		_____	
<u>Matthews, NC 28105</u>		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Harris Teeter Properties LLC

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

CT Corporation System

(Name)

1200 S. Pine Island Rd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation, FL 33324

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

CT CORPORATION SYSTEM



(Signature)

VICKY GOLDSTEIN

SPECIAL ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Harris Teeter
Properties, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ -0-;
(This total includes amounts from 2 and 3 above.)

** See Attached portions of Operating Agreement*

Harris Teeter, Inc., Member

J. Gregory Ambro
Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

J. Gregory Ambro, Senior VP - Finance

Typed or printed name of signee

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98 DEC 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**AMENDED AND RESTATED
OPERATING AGREEMENT
OF
HARRIS TEETER PROPERTIES, LLC**

THIS AMENDED AND RESTATED OPERATING AGREEMENT of Harris Teeter Properties, LLC (the "Agreement"), dated as of the 6th day of July, 1998, is entered into by **FRED J. MORGANTHAL, J. GREGORY AMBRO, LAWRENCE D. NIVENS, and KAREN L. STOUT**, all residents of Mecklenburg County, North Carolina (the "Managers"), and **HARRIS TEETER, INC.**, a North Carolina corporation having an address of 701 Crestdale Drive, Matthews, North Carolina 28105 (the "Member").

Statement of Purpose

Pursuant to Articles of Organization filed with the North Carolina Secretary of State on July 6, 1998, the Managers formed a North Carolina limited liability company to be known as "Harris Teeter Properties, LLC" (the "Company") pursuant to the North Carolina Limited Liability Company Act. Similarly, on July 6, 1998, Harris Teeter, Inc. and Harris Teeter Resources, Inc., as the Members and the Managers entered into that certain Operating Agreement of Harris Teeter Properties, LLC (the "Original Agreement"). Effective as of the date hereof, Harris Teeter Resources, Inc. has assigned all of its Membership Interest to Harris Teeter, Inc. The parties hereto now desire to amend and restate the Original Agreement in order to provide for a single member limited liability company, as more particularly described herein.

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the mutual promises contained herein, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

For purposes of this Agreement, the following terms shall have the meanings set forth below:

1.1. Additional Members

"Additional Members" means any Members other than Harris Teeter, Inc. which may hereafter be admitted as Members of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

BUSINESS, PURPOSES AND POWERS

Unless otherwise limited by the Articles, the business and purposes of the Company shall be to engage in any lawful business (including without limitation to acquire, own, lease and sell the Properties). Subject to the terms of this Agreement, the Company shall have all powers of a limited liability company, including without limitation those set forth in Section 57C-2-02 of the North Carolina General Statutes.

ARTICLE V

CAPITAL CONTRIBUTIONS

5.1. Capital Contributions of the Member

Except to the extent funded by loans approved by the Managers in their sole and absolute discretion, the Member shall contribute all of the funds required by the Company to continue its operations. No Capital Contribution shall be required of the Managers.

5.2. Liability of Members and Capital Reductions

(a) A Manager who votes for or assents to a distribution in violation of Section 7.3 hereof or Section 57C-4-06 of the North Carolina General Statutes shall be personally liable to the Company for the amount of the distribution that exceeds what could have been distributed without violating said Section 7.3 of this Agreement or Section 57C-4-06 of the North Carolina General Statutes, if it is established that the Manager did not act in compliance with Section 57C-3-22 of the North Carolina General Statutes.

(b) In the event a Manager is held liable pursuant to the foregoing Section 5.2(a) for a wrongful distribution, such Manager shall be entitled to (i) contribution from each other Manager, if any, who could be held liable under said Section 5.2(a) for the wrongful distribution and (ii) reimbursement from each Member for the amount the Member received knowing the distribution was made in violation of Section 7.3 of this Agreement and Section 57C-4-06 of the North Carolina General Statutes.

5.3. No Interest on Capital

Except as may otherwise be specifically provided in this Agreement, no Member shall be entitled to receive any interest on its Capital Contribution to the Company.

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SECRETARY OF
TALLAHASSEE, FLORIDA

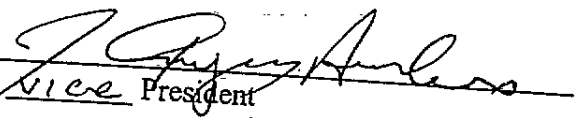
IN WITNESS WHEREOF, the parties hereto have hereunto set their respective hands and seals as of the day and year first above written.

MEMBER:

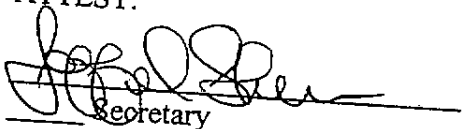
HARRIS TEETER, INC., a North Carolina corporation

[CORPORATE SEAL]

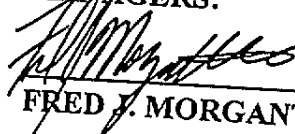
By:



Vice President


ATTEST:

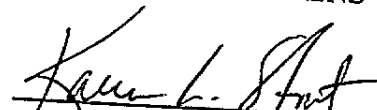

Secretary

MANAGERS:


FRED J. MORGANTHAL (SEAL)


J. GREGORY AMBRO (SEAL)


LAWRENCE D. NIVENS (SEAL)


KAREN L. STOUT (SEAL)

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TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

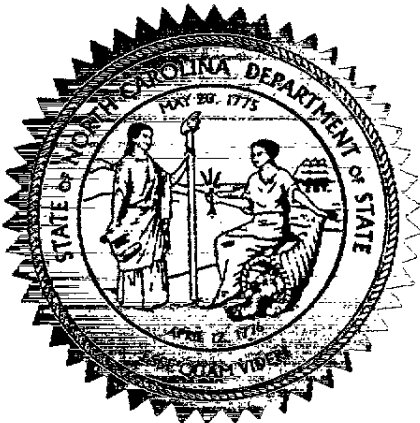
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State
of North Carolina, do hereby certify that

HARRIS TEETER PROPERTIES, LLC

is a limited liability company duly formed under the laws of
the State of North Carolina, having been formed on the 6th
day of July, 1998, with a period of duration ending DEC 2048.

I **FURTHER** certify that the said limited liability
company's articles of organization are not suspended for
failure to comply with the Revenue Act of the State of North
Carolina; that the said limited liability company is not
administratively dissolved for failure to comply with the
provisions of the North Carolina Limited Liability Company
Act; and that the said limited liability company has not filed
articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal at the City of
Raleigh, this 5th day of November, 1998.

Elaine F. Marshall

Secretary of State

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA