

ACCOUNT NO.: 072100000032

REFERENCE:

733094 4724082

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE: June 15, 2000

ORDER TIME : 3:55 PM

ORDER NO. : 733094-065

CUSTOMER NO: 4724082

CUSTOMER: Brenda Davis, Secretary WINN-DIXIE STORES INC WINN-DIXIE STORES INC 5050 Edgewood Court

Jacksonville, FL 32254

DOMESTIC FILING

NAME:

CRACKIN' GOOD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

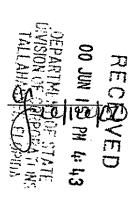
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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

100003293341---7



ARTICLES OF INCORPORATION

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CRACKIN' GOOD, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be CRACKIN' GOOD, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5050 Edgewood Court, Jacksonville, Florida 32254.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of this corporation at that address is Corporation Service Company. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation

NAME

is:

<u>ADDRESS</u>

Kenneth M. Kirschner

5050 Edgewood Court Jacksonville, Florida 32254

ARTICLE VI

<u>AMENDMENTS</u>

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this Hand and of June, 2000.

Kenneth M. Kirschner

___(Seal)

REGISTERED AGENT OF CRACKIN' GOOD, INC.

SECRETARY OF STATE DIVISION OF CORPORATIONS

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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon CRACKIN' GOOD, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1201 Hays Street, Tallahassee, FL 32301.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida on this of June, 2000.

Corporation Service Company

Registered Agent

BRIAN COURTNEY, ASST. V.P.