

**9000000058422**

ACCOUNT NO. : 7210 32

REFERENCE : 749147 4351650

AUTHORIZATION : *Placed*

COST LIMIT : \$ ~~183.75~~ 148.75

ORDER DATE : June 29, 2000

ORDER TIME : 10:13 AM

ORDER NO. : 749147-055

CUSTOMER NO: 4351650

900003308889--8

CUSTOMER: Katy Vega, Legal Assistant  
Leboeuf Lamb Greene & Macrae  
Suite 2800  
50 North Laura Street  
Jacksonville, FL 32202-3650

*Merger*

ARTICLES OF MERGER

WINN-DIXIE MONTGOMERY  
TRANSITORY "D", INC.

INTO

WINN-DIXIE PROCUREMENT, INC.

FILED  
00 JUN 29 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: *Handy* Davis

EXAMINER'S INITIALS:

*ADR*  
*6/30/00*

00 JUN 29 PM 1:38

RECEIVED

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., a Fla corp.  
P00000058480

WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., a Fla corp. P00000058503

WINN-DIXIE RALEIGH TRANSITORY "C", INC., a Fla corp. P00000058493

INTO

WINN-DIXIE PROCUREMENT, INC., a Florida entity, P00000058422

File date: June 29, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 148.75

FILED  
00 JUN 29 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
of  
WINN-DIXIE MONTGOMERY TRANSITORY "D", INC.  
(First Subsidiary Corporation)

WINN-DIXIE CHARLOTTE TRANSITORY "C", INC.  
(Second Subsidiary Corporation)

WINN-DIXIE RALEIGH TRANSITORY "C", INC.  
(Third Subsidiary Corporation)

with and into  
WINN-DIXIE PROCUREMENT, INC.  
(Fourth Subsidiary Corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., WINN-DIXIE RALEIGH TRANSITORY "C", INC. and WINN-DIXIE PROCUREMENT, INC., adopt the following Articles of Merger for the purpose of merging WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., First Subsidiary Corporation, WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., Second Subsidiary Corporation AND WINN-DIXIE RALEIGH TRANSITORY "C", INC., Third Subsidiary Corporation with and into WINN-DIXIE PROCUREMENT, INC., Fourth Subsidiary Corporation:

- A. The names of the corporations which are parties to the merger are as follows: WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., a Florida corporation, WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., a Florida corporation, WINN-DIXIE RALEIGH TRANSITORY "C", INC., a Florida corporation and WINN-DIXIE PROCUREMENT, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE PROCUREMENT, INC.
- B. The Plan of Merger dated June 29, 2000 among WINN-DIXIE STORES, INC., WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., WINN-DIXIE RALEIGH TRANSITORY "C", INC. and WINN-DIXIE PROCUREMENT, INC., is attached hereto and by this reference made a part hereof.
- C. WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., has 100 shares of

Common Stock with par value of \$1.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.

- D. WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., has 100 shares of Common Stock with par value of \$1.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- E. WINN-DIXIE RALEIGH TRANSITORY "C", INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE RALEIGH TRANSITORY "C", INC., has 100 shares of Common Stock with par value of \$1.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- F. WINN-DIXIE PROCUREMENT, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE PROCUREMENT, INC., has 1,000 shares of Common Stock with par value of \$1.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- G. The Plan of Merger was adopted and approved by the Board of Directors of WINN-DIXIE STORES, INC., as Parent Corporation, in the manner prescribed by provisions of Section 607.1104 of the Florida Business Corporation Act as of April 19, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., WINN-DIXIE RALEIGH TRANSITORY "C", INC. and WINN-DIXIE PROCUREMENT, INC., have caused these Articles of Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations the 29 day of June, 2000.

Signed, sealed and delivered  
in the presence of:

WINN-DIXIE STORES, INC.

Cynthia M. Crossland By: E. Eddi J. Kelly  
Its Senior Vice President

Pam Johnson By: Matthew C. Dixon  
Its Secretary

Signed, sealed and delivered

in the presence of:

Cynthia M. Crossland

Dan Johnson

WINN-DIXIE MONTGOMERY  
TRANSITORY "D", INC.

By: E. Ellis Zahra, Jr.  
Its President

By: Judith W. Dixon  
Its Secretary

Signed, sealed and delivered

in the presence of:

Cynthia M. Crossland

Dan Johnson

By: E. Ellis Zahra, Jr.  
Its President

By: Judith W. Dixon  
Its Secretary

Signed, sealed and delivered

in the presence of:

Cynthia M. Crossland

Dan Johnson

WINN-DIXIE RALEIGH TRANSITORY "C",  
INC.

By: E. Ellis Zahra, Jr.  
Its President

By: Judith W. Dixon  
Its Secretary

Signed, sealed and delivered  
in the presence of:

Cynthia M. Crossland

Dan Johnson

WINN-DIXIE PROCUREMENT, INC.

By: E. Ellis Zahra, Jr.  
Its Vice President

By: Judith W. Dixon  
Its Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary,

respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



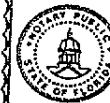
CYNTHIA N. CROSSLAND  
Notary Public, State of Florida  
My Comm. Exp. Nov. 14, 2002  
Comm. No. 769664

STATE OF FLORIDA  
COUNTY OF DUVAL

*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



CYNTHIA N. CROSSLAND  
Notary Public, State of Florida  
My Comm. Exp. Nov. 14, 2002  
Comm. No. 769664

STATE OF FLORIDA  
COUNTY OF DUVAL

*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



CYNTHIA N. CROSSLAND  
Notary Public, State of Florida  
My Comm. Exp. Nov. 14, 2002  
Comm. No. 769664

STATE OF FLORIDA  
COUNTY OF DUVAL

*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE RALEIGH TRANSITORY "C", INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



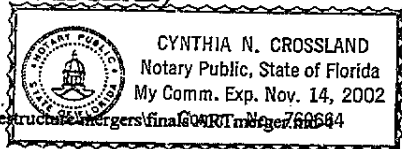
CYNTHIA N. CROSSLAND  
Notary Public, State of Florida  
My Comm. Exp. Nov. 14, 2002  
Comm. No. 769664

*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE PROCUREMENT, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

PLAN OF MERGER

WINN-DIXIE STORES, INC.  
(Parent Corporation)

WINN-DIXIE MONTGOMERY TRANSITORY "D", INC.  
(First Subsidiary Corporation)

WINN-DIXIE CHARLOTTE TRANSITORY "C", INC.  
(Second Subsidiary Corporation)

WINN-DIXIE RALEIGH TRANSITORY "C", INC.  
(Third Subsidiary Corporation)

WINN-DIXIE PROCUREMENT, INC.  
(Fourth Subsidiary Corporation)

PLAN OF MERGER effective June 29, 2000 between WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., a Florida corporation, WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., a Florida corporation, WINN-DIXIE RALEIGH TRANSITORY "C", INC., a Florida corporation and WINN-DIXIE PROCUREMENT, INC., a Florida corporation; WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., WINN-DIXIE RALEIGH TRANSITORY "C", INC. and WINN-DIXIE PROCUREMENT, INC., being together hereinafter sometimes referred to as "Constituent Corporations".

RECITALS

- A. WINN & LOVETT GROCERY COMPANY was incorporated under the laws of Florida on December 26, 1928.
- B. The corporate name of WINN & LOVETT GROCERY COMPANY was changed to WINN-DIXIE STORES, INC., by Certificate of Amendment filed in the Office of the Secretary of State of Florida on November 15, 1955.
- C. WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., was incorporated under the laws of Florida on June 15, 2000.
- D. WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., was incorporated under the laws of Florida on June 15, 2000.
- E. WINN-DIXIE RALEIGH TRANSITORY "C", INC., was incorporated under the laws of Florida on June 15, 2000.



- F. WINN-DIXIE PROCUREMENT, INC., was incorporated under the laws of Florida on June 15, 2000.
- G. WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC., WINN-DIXIE RALEIGH TRANSITORY "C", INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC., WINN-DIXIE PROCUREMENT, INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC.
- H. The Board of Directors of WINN-DIXIE STORES, INC., deems it desirable and in the best interests of the Company that WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., WINN-DIXIE RALEIGH TRANSITORY "C", INC. be merged with and into WINN-DIXIE PROCUREMENT, INC., pursuant to the Section 607.1104 of the Florida Business Corporation Act by resolution adopted at the Board of Directors meeting held April 19, 2000. Shareholder approval of the merger is not required.
- I. Pursuant to Section 607.1104 of the Florida Business Corporation Act, on June 29, 2000 WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., WINN-DIXIE RALEIGH TRANSITORY "C", INC. and WINN-DIXIE PROCUREMENT, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the Constituent Corporations.
- J. The effective date of the merger is June 29, 2000.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

SECTION ONE. Parties. The name of the Parent Corporation is WINN-DIXIE STORES, INC., the name of the First Subsidiary Corporation is WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., the name of the Second Subsidiary Corporation is WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., the name of the Third Subsidiary Corporation is WINN-DIXIE RALEIGH TRANSITORY "C", INC., and the name of the Fourth Subsidiary Corporation is WINN-DIXIE PROCUREMENT, INC.

SECTION TWO. Merger. WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. shall merge with and into WINN-DIXIE PROCUREMENT, INC., which shall be the Surviving Corporation.

SECTION THREE. Terms and Conditions. On the effective date of the merger, the separate existence of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. as Absorbed Corporations, shall cease, and WINN-DIXIE PROCUREMENT, INC., as Surviving Corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. without the necessity for any separate transfer. The Surviving Corporation shall hereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporations, and neither the rights of creditors nor any liens on the property of the Absorbed Corporations shall be impaired by the merger.

SECTION FOUR. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation, as amended, of the Surviving Corporation shall continue to be the Articles of Incorporation following the effective date of the merger.

SECTION FIVE. By-Laws of Surviving Corporation. The By-Laws of the Surviving Corporation shall continue to be By-Laws of the Surviving Corporation following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified.

SECTION SEVEN. Cancellation of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. Shares on Merger. Each share of the Common Stock of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. issued and outstanding on the effective date of the merger shall be retired and canceled, and no shares of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. shall be converted into shares of Common Stock of the Surviving Corporation.

As of the effective date of merger, each certificate of Common Stock of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. owned by the Parent Corporation shall be retired and canceled by the Parent Corporation.

Each share of WINN-DIXIE PROCUREMENT, INC., outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the Surviving Corporation.

SECTION EIGHT. Effective Date of Merger. The effective date of this merger shall be June 29, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., WINN-DIXIE CHARLOTTE TRANSITORY "C", INC. and WINN-DIXIE RALEIGH TRANSITORY "C", INC. and WINN-DIXIE PROCUREMENT, INC., have caused this Plan of Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations as of the day and year first above written.

Signed, sealed and delivered  
in the presence of:

WINN-DIXIE STORES, INC.

Cynthia M. Crossland By: E. E. E. Z. J.  
Its Senior Vice President  
Sam Johnson By: Matthew W. Dixon  
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered

WINN-DIXIE MONTGOMERY TRANSITORY  
"D", INC.

in the presence of:

Cynthia M. Crossland By: E. E. E. Z. J.  
Its President  
Sam Johnson By: Matthew W. Dixon  
Its Secretary

FIRST SUBSIDIARY CORPORATION

Signed, sealed and delivered

WINN-DIXIE CHARLOTTE TRANSITORY  
"C", INC.

in the presence of:

Cynthia M. Crossland By: E. E. E. Z. J.  
Its President  
Sam Johnson By: Matthew W. Dixon  
Its Secretary

SECOND SUBSIDIARY CORPORATION

Signed, sealed and delivered

in the presence of:

Cynthia N. Crossland  
Sam Johnson

WINN-DIXIE RALEIGH TRANSITORY  
"C", INC.

By: E. Ellis Zahra, Jr.  
Its President

By: Judith W. Dixon  
Its Secretary

THIRD SUBSIDIARY CORPORATION

Signed, sealed and delivered  
in the presence of:

Cynthia N. Crossland  
Sam Johnson

WINN-DIXIE PROCUREMENT, INC.

By: E. Ellis Zahra, Jr.  
Its Vice President

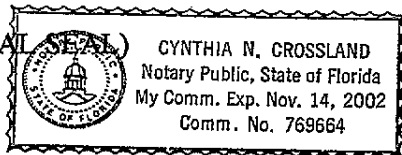
By: Judith W. Dixon  
Its Secretary

FOURTH SUBSIDIARY CORPORATION

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary, respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

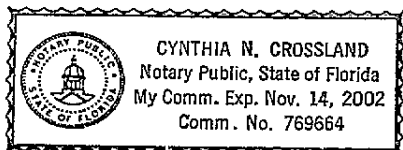


Cynthia N. Crossland  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE MONTGOMERY TRANSITORY "D", INC., a Florida corporation, on behalf of the corporation.

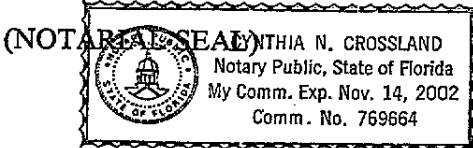
(NOTARIAL SEAL)



Cynthia N. Crossland  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE CHARLOTTE TRANSITORY "C", INC., a Florida corporation, on behalf of the corporation.

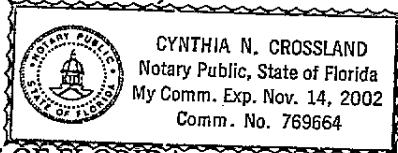


*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, President and Secretary, respectively, of WINN-DIXIE RALEIGH TRANSITORY "C", INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

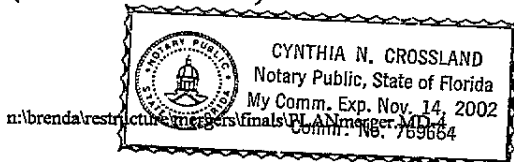


*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of June, 2000, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE PROCUREMENT, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



*Cynthia N. Crossland*  
Notary Public, State and County aforesaid.  
My Commission expires: