

8000000058422

01 NOV 15 PM 12:16
RECEIVED
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 443073 4724082

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 96.25

ORDER DATE : November 15, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 443073-005

CUSTOMER NO: 4724082

CUSTOMER: Ms. Judith W. Dixon
Winn-dixie Stores Inc
5050 Edgewood Court

Jacksonville, FL 32254

Merger

RECEIVED
01 NOV 15 PM 12:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MONTEREY CANNING CO.

INTO

800004683818--3.1

WINN-DIXIE PROCUREMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(3) CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133

EXAMINER'S INITIALS:

ADR
11/15/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

MONTERAY CANNING CO., a California corporation not authorized to transact
business in Florida

INTO

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

File date: November 15, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 96.25

ARTICLES OF MERGER
of
MONTEREY CANNING CO.
(First Subsidiary Corporation)
with and into
WINN-DIXIE PROCUREMENT, INC.
(Second Subsidiary Corporation)

FILED
01 NOV 15 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., MONTEREY CANNING CO. and WINN-DIXIE PROCUREMENT, INC., adopt the following Articles of Merger for the purpose of merging MONTEREY CANNING CO., First Subsidiary Corporation, with and into WINN-DIXIE PROCUREMENT, INC., Second Subsidiary Corporation:

- A. The names of the corporations which are parties to the merger are as follows: WINN-DIXIE STORES, INC., a Florida corporation, MONTEREY CANNING CO., a California corporation, and WINN-DIXIE PROCUREMENT, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE PROCUREMENT, INC.
- B. The Agreement and Plan of Merger dated November 15, 2001 among WINN-DIXIE STORES, INC., MONTEREY CANNING CO., and WINN-DIXIE PROCUREMENT, INC., is attached hereto and by this reference made a part hereof.
- C. MONTEREY CANNING CO., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. MONTEREY CANNING CO., has 1,500 shares of Common Stock with par value of \$100.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. 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.
- E. The Agreement and 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., MONTEREY CANNING CO., 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 14th day of November, 2001.

Signed, sealed and delivered
in the presence of:

Laura L. Andrews
Brenda K. Davis

WINN-DIXIE STORES, INC.

By: E. Ellis Zahra
Its Senior Vice President
By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

Laura L. Andrews
Brenda K. Davis

MONTEREY CANNING CO.

By: E. Ellis Zahra
Its Vice President
By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

Laura L. Andrews
Brenda K. Davis

WINN-DIXIE PROCUREMENT, INC.

By: E. Ellis Zahra
Its Vice President
By: Judith W. Dixon
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, 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.



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of MONTEREY CANNING CO., a California corporation, on behalf of the corporation.



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, 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.



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

\\WD21SVRB\DAVISBW\$\Brenda\CORPDOCS\MERGERS\MONTEREY.PROCUREMENT.art.DOC.DOC

AGREEMENT AND PLAN OF MERGER

WINN-DIXIE STORES, INC.
(Parent Corporation)

MONTEREY CANNING CO.
(First Subsidiary Corporation)

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

AGREEMENT AND PLAN OF MERGER effective November 15, 2001 between WINN-DIXIE STORES, INC., a Florida corporation, MONTEREY CANNING CO., a California corporation, and WINN-DIXIE PROCUREMENT, INC., a Florida corporation; MONTEREY CANNING CO. 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. MONTEREY CANNING CO. was incorporated under the laws of California on October 20, 1919.
- D. WINN-DIXIE PROCUREMENT, INC. was incorporated under the laws of Florida on June 15, 2000.
- E. MONTEREY CANNING CO. 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.
- F. The Board of Directors of WINN-DIXIE STORES, INC. deems it desirable and in the best interests of the Company that MONTEREY CANNING CO. be merged with and into WINN-DIXIE PROCUREMENT, INC. pursuant to Section 607.1104 of the Florida Business Corporation Act and pursuant to a resolution adopted at the Board of Directors meeting held April 19, 2000, WINN-DIXIE STORES, INC. approved this Agreement and Plan of Merger.

- G. Pursuant to Section 607.1104 of the Florida Business Corporation Act, on April 19, 2000 WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of MONTEREY CANNING CO. and WINN-DIXIE PROCUREMENT, INC., waived the mailing of a copy of the Agreement and Plan of Merger to the sole shareholder of record of the Constituent Corporations.
- H. The effective date of the merger is November 15, 2001.
- I. An executed Agreement and Plan of Merger is on file at the principal place of business of WINN-DIXIE PROCUREMENT, INC., 5050 Edgewood Court, Jacksonville, FL 32254.

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 MONTEREY CANNING CO. and the name of the Second Subsidiary Corporation is WINN-DIXIE PROCUREMENT, INC.

SECTION TWO. Merger. MONTEREY CANNING CO. 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 MONTEREY CANNING CO., as Absorbed Corporation, 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 MONTEREY CANNING CO., without the necessity for any separate transfer. The Surviving Corporation shall hereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION FOUR. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation, a copy of which is attached as Exhibit A hereto, 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 MONTEREY CANNING CO. Shares on Merger. Each share of the Common Stock of MONTEREY CANNING CO., issued and outstanding on the effective date of the merger, shall be retired and canceled, and no shares of MONTEREY CANNING CO. 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 MONTEREY CANNING CO., 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. Copy of Agreement and Plan of Merger. A copy of the Agreement and Plan of Merger will be furnished by WINN-DIXIE PROCUREMENT, INC. on written request and without cost, to the sole shareholder of MONTEREY CANNING CO.

SECTION NINE. Effective Date of Merger. The effective date of this merger shall be November 15, 2001.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., MONTEREY CANNING CO., and WINN-DIXIE PROCUREMENT, INC., have caused this Agreement and 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:

Laura L. Andrews

Brenda K. Davis

WINN-DIXIE STORES, INC.

By: E. E. E. E. E.
Its Senior Vice President

By: J. J. J. J. J.
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

Laura L. Andrews

Brenda K. Davis

MONTEREY CANNING CO.

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

By: Judith W. Dixon
Its Secretary

FIRST SUBSIDIARY CORPORATION

Signed, sealed and delivered
in the presence of:

Laura L. Andrews

Brenda K. Davis

WINN-DIXIE PROCUREMENT, INC.

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

By: Judith W. Dixon
Its Secretary

SECOND SUBSIDIARY CORPORATION

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, 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.



Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of MONTEREY CANNING CO., a California corporation, on behalf of the corporation.

(NOTARIAL SEAL)



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, 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.



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

A handwritten signature of Brenda K. Davis in cursive script.

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

\\WD21SVRB\DAVISBW\$\Brenda\CORPDOC\MERGERS\MONTEREY.PROCUREMENT.PLAN.DOC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 16, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

The Articles of Incorporation for WINN-DIXIE PROCUREMENT, INC. were filed on June 15, 2000 and assigned document number P00000058422. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

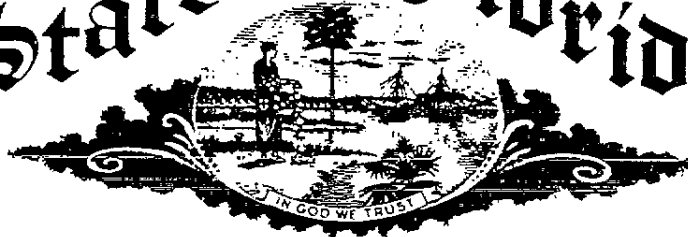
Claretha Golden, Document Specialist
New Filings Section

Letter Number: 200A00034442

Account number: 072100000032

Account charged: 78.75

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WINN-DIXIE PROCUREMENT, INC., a Florida corporation, filed on June 15, 2000, as shown by the records of this office.

The document number of this corporation is P00000058422.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixteenth day of June, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION

OF

WINN-DIXIE PROCUREMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 15 PM 4:53

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 WINN-DIXIE PROCUREMENT, 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.

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 is:

NAME

ADDRESS

Kenneth M. Kirschner


5050 Edgewood Court
Jacksonville, Florida 32254

ARTICLE VI

AMENDMENTS

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 14th day of June, 2000.



Kenneth M. Kirschner (Seal)

REGISTERED AGENT OF
WINN-DIXIE PROCUREMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 4:53

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 WINN-DIXIE PROCUREMENT, 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 5th day of June, 2000.



Corporation Service Company
Registered Agent
BRIAN COURTNEY, ASST. VP.