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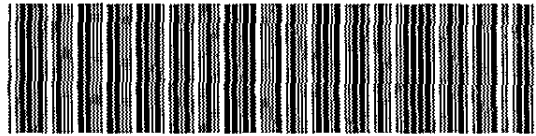
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*Amended &
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 610404 7356838

AUTHORIZATION

COST LIMIT : \$43.75

ORDER DATE : November 20, 2006

ORDER TIME : 11:01 AM

ORDER NO. : 610404-025

CUSTOMER NO: 7356838

DOMESTIC AMENDMENT FILING

NAME: WINN-DIXIE PROCUREMENT, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER'S INITIALS: _____

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

2006 NOV 21 AM 11:32

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WINN-DIXIE PROCUREMENT, INC

Pursuant to Section 607.1008 of the Florida Business Corporation Act, Winn-Dixie Procurement, Inc. hereby sets forth the following: (a) The name of the corporation is Winn-Dixie Procurement, Inc. (the "Corporation"). The Corporation was incorporated by the filing of its original Articles of Incorporation with the Secretary of State of the State of Florida on June 15, 2000; the same were amended by the filing of Articles of Merger with the Secretary of State of Florida on June 29, 2000 and November 15, 2001; (b) The amendments reflected in the following Amended and Restated Articles of Incorporation both amend and restate the provisions of the Corporation's following Articles of Incorporation and were duly adopted pursuant to Section 607.1008 of the Florida Business Corporation Act in order, among other things, to put into effect and carry out the Order Confirming Joint Plan of Reorganization of Winn-Dixie Stores, Inc. And Affiliated Debtors entered on November 9, 2006, by the United States Bankruptcy Court for the Middle District of Florida in the reorganization case styled *In re: Winn-Dixie, Inc., et al.*, Case No. 05-03817-3F1, which confirmed the Joint Plan of Reorganization of Winn-Dixie Stores, Inc. and Affiliated Debtors, dated August 9, 2006, as modified, which order approved these Amended and Restated Articles of Incorporation; (c) The United States Bankruptcy Court for the Middle District of Florida has jurisdiction over the Corporation pursuant to the confirmation order and under Chapter 11 of Title 11 of the United States Code; and (d) The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

FIRST:

The name of the Corporation is Winn-Dixie Procurement, Inc..

SECOND:

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

THIRD:

The total number of shares which the Corporation is authorized to issue is 1,000 shares of common stock (the "Common Stock"), each having a par value of \$1.00 per share. Pursuant to Section 1123(a)(6) of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), the Corporation will not issue non-voting equity securities (which shall not be deemed to include any warrants or options to purchase capital stock of the Corporation); provided, however, that this provision (i) will have no further force or effect beyond that required under Section 1123 of the Bankruptcy Code, (ii) will have such force and effect, if any, only for so

long as such section is in effect and applicable to the Corporation or any of its wholly-owned subsidiaries, and (iii) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

FOURTH:

The Corporation is to have perpetual existence.

FIFTH:

The registered and principal office of the Corporation shall be located at 5050 Edgewood Court in the City of Jacksonville, County of Duval and State of Florida. The name and address of the registered agent of the Company for service of process on the Company in the State of Florida is Corporation Service Co., 1201 Hays Street, Tallahassee, Florida 32301.

SIXTH:

The indemnification provided under this Article SIXTH shall be subject to, and limited by, Section 11 below.

Section 1 - *Obligation to Indemnify in Actions, Suits or Proceedings other than Those by or in the Right of the Corporation:* The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a director, officer or key employee (as such key employees are designated by the Chief Executive Officer and the Board of Directors of Winn-Dixie Stores, Inc.) of the Corporation and was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that he or she is or was a director, officer or key employee (as such key employees are designated by the Chief Executive Officer and the Board of Directors of Winn-Dixie Stores, Inc.) of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2 - *Obligation to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation:* The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a director, officer or key employee (as such key employees are designated by the Chief Executive Officer and the Board of Directors of Winn-Dixie Stores, Inc.) and was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer or key employee (as such key

employees are designated by the Chief Executive Officer and the Board of Directors of Winn-Dixie Stores, Inc.) of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Section 7.2 in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3 – Successful Defense of Proceedings: To the extent that a director, officer or key employee of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 or Section 2, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

Section 4 – Authorization of Indemnification: Any indemnification under Section 1 or Section 2, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or key employee is proper in the circumstances, because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two (2) or more directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) Selected by the Board of Directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or

(ii) If a quorum of the directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full Board of Directors (in which directors who are parties may participate); or

(d) By the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 5 - Authorization of Expenses: Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by Section 4(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

Section 6 - Expenses Payable in Advance: Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article SIXTH. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

Section 7 - Nonexclusivity of Indemnification and Advancement of Expenses: The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers or key employees under any by-law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer or key employee if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the director, officer or key employee had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the director, officer or key employee derived an improper personal benefit;

(c) In the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act, are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 8 - Survival of Indemnification and Advancement of Expenses: Indemnification and advancement of expenses as provided in this Article SIXTH shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer or key employee and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

Section 9 - Certain Definitions: For purposes of this Article, the term "corporation" includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this section with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Additionally, for purposes of this Article:

- (a) The term "other enterprises" includes employee benefit plans;
- (b) The term "expenses" includes counsel fees, including those for appeal;
- (c) The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding;
- (d) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;
- (e) The term "agent" includes a volunteer;
- (f) The term "serving at the request of the corporation" includes any service as a director, officer or key employee of the Corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and
- (g) The term "not opposed to the best interest of the Corporation" describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

Section 10 - Insurance: The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 11 - Certain Limitations: Notwithstanding any other provision of this Article SIXTH, the Corporation shall have no obligation to indemnify any person for claims arising before February 21, 2005 or for claims resulting from gross negligence, willful misconduct, breach of fiduciary duty or intentional tort arising after February 21, 2005 but before the Effective Date of the Plan. Notwithstanding any other provision of this Article SIXTH, the Corporation shall only be required to indemnify its directors, officers or key employees (as such key employees are

designated by the Chief Executive Officer and the Board of Directors Winn-Dixie Stores, Inc.) who serve in such capacity on or after February 21, 2005.

Section 12 - Director and Officer Liability: To the fullest extent permitted by law, no director or officer shall be personally liable for claims for monetary damages, arising as of or after the Effective Date of the Plan, to the Corporation or any other person resulting from a breach of fiduciary duty. If the Florida Business Corporation Act is amended after the adoption of these Amended and Restated Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such law, as so amended. Any repeal or modification of this Article SIXTH by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such repeal or modification.

SEVENTH:

Additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation are as follows:

(a) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Directors shall be elected or appointed in the manner provided in the By-Laws of the Corporation.

(b) In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make and alter the By-Laws. In the case of any inconsistencies between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall control.

(c) If the By-Laws so provide, the shareholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of the Corporation (subject to provisions of the statute) outside of the State of Florida at such places as may from time to time be designated by them.

(d) The Corporation may in its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

(e) The Corporation reserves the right to amend the Amended and Restated Articles of Incorporation of the Corporation at any time to add or change a provision that is required or permitted in the Articles of Incorporation or to delete a provision not required in the Articles of Incorporation, and all rights conferred herein upon shareholders, directors or any other person are granted subject to this reservation.

(f) Special meetings of the shareholders may be called at any time by the Chairman of the Board, or by the Board of Directors. The Corporation shall hold a Special Meeting of Shareholders if the holders of not less than fifty percent (50%) of all votes entitled to vote on any issue proposed to be considered at the proposed special meeting shall sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which

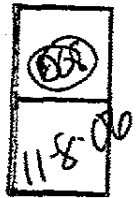
it is to be held. Only business within the purpose or purposes described in the special meeting notice may be conducted at a special shareholders' meeting.

IN WITNESS WHEREOF, Winn-Dixie Procurement, Inc. has caused these Articles of Amendment to the Articles of Incorporation of Winn-Dixie Procurement, Inc. to be executed in its name by its Vice President on

November 24, 2006.

WINN-DIXIE PROCUREMENT, INC.

By [Signature]
Name: Bennett Nussbaum
Title: Vice President



LEGAL APPROVED

ATTY: [Signature]

DATE: 11/8/06