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ACCOUNT NO. : 072100000032

REFERENCE : 733094 4724082

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$78.75

ORDER DATE : June 15, 2000

ORDER TIME : 3:23 PM

ORDER NO. : 733094-035

000003293320--2

CUSTOMER NO: 4724082

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

Jacksonville, FL 32254

DOMESTIC FILING

NAME: WINN-DIXIE CHARLOTTE
TRANSITORY "C", INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 5:20

RECEIVED
00 JUN 15 PM 4:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION

OF

WINN-DIXIE CHARLOTTE TRANSITORY "C", INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 15 PM 5:20

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 CHARLOTTE TRANSITORY "C", 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 5050 Edgewood Court, Jacksonville, FL 32254. The name of the initial registered agent of this corporation at that address is Kenneth M. Kirschner. 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

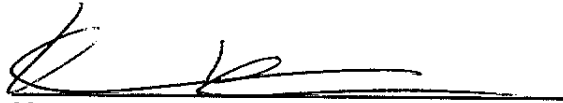
5050 Edgewood Court
Jacksonville, Florida 32254

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.

 (Seal)
Kenneth M. Kirschner

REGISTERED AGENT OF
WINN-DIXIE CHARLOTTE TRANSITORY "C", INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 15 PM 5:20

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 CHARLOTTE TRANSITORY "C", 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 5050 Edgewood Court, Jacksonville, FL 32254.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida on this 14th day of June, 2000.



Kenneth M. Kirschner
Registered Agent