



THE UNITED STATES
CORPORATION
COMPANY

P94000048547

FILE
JUN 29 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 749147 4351650

AUTHORIZATION :

Patricia Pyle

COST LIMIT : \$ ~~113.75~~ 78.75

ORDER DATE : June 29, 2000

ORDER TIME : 9:44 AM

ORDER NO. : 749147-005

CUSTOMER NO: 4351650

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

*merger &
name
change*

RECEIVED
JUN 29 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WINN-DIXIE CHARLOTTE, INC. 500003308455--4

INTO

WINN-DIXIE MIDWEST, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

ASR
6/29/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINN-DIXIE CHARLOTTE, INC., a Florida corporation 422422

INTO

WINN-DIXIE MIDWEST, INC. which changed its name to

WINN-DIXIE CHARLOTTE, INC., a Florida entity, P94000048547

File date: June 29, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
of
WINN-DIXIE CHARLOTTE, INC.
(First Subsidiary Corporation)
with and into
WINN-DIXIE MIDWEST, INC.
(Second Subsidiary Corporation)

FILED
00 JUN 29 PM 12:16
SEALING STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., WINN-DIXIE CHARLOTTE, INC., and WINN-DIXIE MIDWEST, INC., adopt the following Articles of Merger for the purpose of merging WINN-DIXIE CHARLOTTE, INC., First Subsidiary Corporation, with and into WINN-DIXIE MIDWEST, 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, WINN-DIXIE CHARLOTTE, INC., a Florida corporation, and WINN-DIXIE MIDWEST, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE MIDWEST, INC.
- B. The Plan of Merger dated June 29, 2000 among WINN-DIXIE STORES, INC., WINN-DIXIE CHARLOTTE, INC., and WINN-DIXIE MIDWEST, INC., is attached hereto and by this reference made a part hereof.
- C. WINN-DIXIE CHARLOTTE, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE CHARLOTTE, INC., has 100 shares of Common Stock with par value of \$10.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. WINN-DIXIE MIDWEST, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE MIDWEST, INC., has 2,500 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.
- E. 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 CHARLOTTE, INC., and WINN-DIXIE MIDWEST, 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 N. Crossland

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

Sam Johnson

By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

WINN-DIXIE CHARLOTTE, INC.

Cynthia N. Crossland

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

Sam Johnson

By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered
in the presence of:

WINN-DIXIE MIDWEST, INC.

Cynthia N. Crossland

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

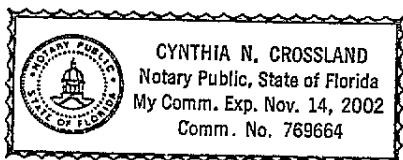
Sam Johnson

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)

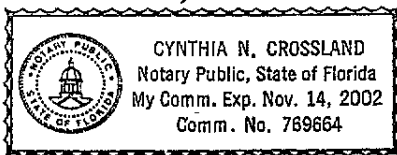


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

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

(NOTARIAL SEAL)

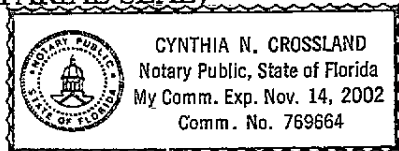


STATE OF FLORIDA
COUNTY OF DUVAL

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

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

(NOTARIAL SEAL)



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

n:\brenda\restructure\mergers\finals\ARTmerger.CHR-MID

PLAN OF MERGER

WINN-DIXIE STORES, INC.
(Parent Corporation)

WINN-DIXIE CHARLOTTE, INC.
(First Subsidiary Corporation)

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

PLAN OF MERGER effective June 29, 2000 between WINN-DIXIE STORES, INC., a Florida corporation, WINN-DIXIE CHARLOTTE, INC., a Florida corporation, and WINN-DIXIE MIDWEST, INC., a Florida corporation; WINN-DIXIE CHARLOTTE, INC. and WINN-DIXIE MIDWEST, 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 CHARLOTTE, INC., was incorporated under the laws of Florida on March 30, 1973.
- D. WINN-DIXIE LOUISVILLE, INC., was incorporated under the laws of Florida on June 29, 1994.
- E. The corporate name of WINN-DIXIE LOUISVILLE, INC. was changed to WINN-DIXIE MIDWEST, INC. by Certificate of Amendment filed in the Office of the Secretary of State of Florida on August 1, 1995.
- F. WINN-DIXIE CHARLOTTE, INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC., WINN-DIXIE MIDWEST, INC., is a wholly owned Subsidiary Corporation of WINN-DIXIE STORES, INC.
- G. The Board of Directors of WINN-DIXIE STORES, INC., deems it desirable and in the best interests of the Company that WINN-DIXIE CHARLOTTE, INC., be merged with and into WINN-DIXIE MIDWEST, 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.

H. 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 CHARLOTTE, INC., and WINN-DIXIE MIDWEST, INC., waived the mailing of a copy of the Plan of Merger to the sole shareholder of record of the Constituent Corporations.

I. 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 CHARLOTTE, INC., and the name of the Second Subsidiary Corporation is WINN-DIXIE MIDWEST, INC.

SECTION TWO. Merger. WINN-DIXIE CHARLOTTE, INC., shall merge with and into WINN-DIXIE MIDWEST, 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 CHARLOTTE, INC., as Absorbed Corporation, shall cease, and WINN-DIXIE MIDWEST, 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 CHARLOTTE, 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 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. Except as set forth in Section Five below, 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. Amendment of Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation are hereby amended and changed by striking out Article First of the Articles of Incorporation and inserting in lieu thereof the following:

"FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Winn-Dixie Charlotte, Inc."

SECTION SIX. 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 SEVEN. 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 EIGHT. Cancellation of WINN-DIXIE CHARLOTTE, INC., Shares on Merger. Each share of the Common Stock of WINN-DIXIE CHARLOTTE, INC., issued and outstanding on the effective date of the merger shall be retired and canceled, and no shares of WINN-DIXIE CHARLOTTE, 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 CHARLOTTE, INC., owned by the Parent Corporation shall be retired and canceled by the Parent Corporation.

Each share of WINN-DIXIE MIDWEST, 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 NINE. Effective Date of Merger. The effective date of this merger shall be June 29, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., WINN-DIXIE CHARLOTTE, INC., and WINN-DIXIE MIDWEST, 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.

By: Cynthia M. Cosaland E. E. 3-1
Its Senior Vice President

By: Sam Johnson Judith W. Exn
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

Cynthia N. Crossland

Sam Johnson

WINN-DIXIE CHARLOTTE, INC.

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:

Cynthia N. Crossland

Sam Johnson

WINN-DIXIE MIDWEST, INC.

By: E. Ellis Zahra Jr.
Its Vice President

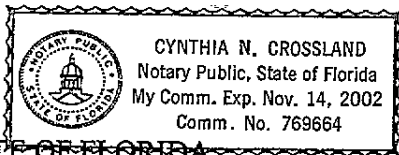
By: Judith W. Dixon
Its Secretary

SECOND SUBSIDIARY CORPORATION

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 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)

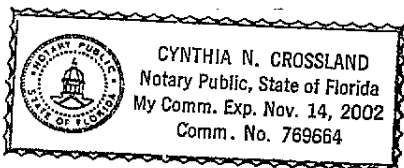


STATE OF FLORIDA
COUNTY OF DUVAL

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, Vice President and Secretary, respectively, of WINN-DIXIE CHARLOTTE, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)

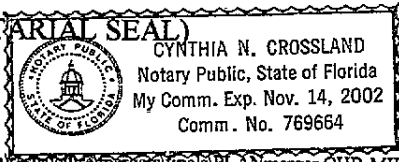


Cynthia N. Crossland
Notary Public, State and County aforesaid.
My Commission expires:

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 MIDWEST, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)



n:\brenda\structure\mergers\finals\PLAN\merger.CHR-MID

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