CR2E034 (10/97)

704-633-8250 Daytime Phone #

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FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

· PROFIT Jun 23 1998 8:00am FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1**9**98 DIVISION OF CORPORATIONS P97000091713 DOCUMENT # 1. Corporation Name FL FOOD LION, INC. Principal Place of Business 2110 EXECUTIVE DRIVE Mailing Address 2110 EXECUTIVE DRIVE DO NOT WRITE IN THIS SPACE SALISBURY NC 28145 SALISBURY NC 28145 3. Date Incorporated or Qualified 10/24/97 28. Mailing Address DEPT Principal Place of Business CORPORATE TAX DEPT FEI Number 56-2051565 Applied For X Not Applicable Suite, Apt. #, etc Sulte, Apt. #, etc. 2110 EXECUTIVE DRIVE \$8.75 Additional 5. Certificate of Status Desired 2110 EXECUTIVE DRIVE Fee Required City & State SALISBURY NC \$5.00 May Be City & State SALISBURY NC 6. Election Campaign Financing Trust Fund Contribution Added to Fees Zip Zlp Country Country This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No 28145 30 US 28145 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent 81 C T CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 82 1200 SOUTH PINE ISLAND ROAD 83 PLANTATION FL 33324 Zip Code 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. SIGNATURE Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 12. 13. TITLE DELETE 1.1 TITLE Change Addition TOM E SMITH NAME 1.2 NAME 2110 EXECUTIVE DRIVE STREET ADDRESS 1.3 STREET ADDRESS SALISBURY NC 28145 CITY - ST - ZIP 1.4 CITY - ST - ZIP TITLE 2.1 TITLE DELETE Addition KEITH M GEHL NAME 2.2 NAME 2110 EXECUTIVE DRIVE STREET ADDRESS 2.3 STREET ADDRESS SALISBURY NC 28145 2.4 CITY - ST - ZIP CITY - ST - ZIP Addition TITLE 3.1 TITLE DELETE LESTER C NAIL NAME 3.2 NAME 2110 EXECUTIVE DRIVE STREET ADDRESS 3.3 STREET ADDRESS SALISBURY NC 28145 3.4 CITY - ST - ZIP CITY - ST - ZIP 4.1 TITLE Addition TITLE DELETE RICHARD JAMES 4 2 NAME NAME 2110 EXECUTIVE DRIVE STREET ADDRESS 4.3 STREET ADDRESS SALISBURY NC 28145 CITY - ST - ZIP 4.4 CITY - ST - ZIP Change 1 010100016555 F 1 416 1 06/24/38 - 01083 - 049 TITLE DELETE 5.1 TITLE NAME 5.2 NAME 5.3 STREET ADDRESS STREET ADDRESS ±**155, fift CITY - ST - ZIP 5.4 CITY - ST - ZIP TITLE DELETE 6.1 TITLE Change Addition NAME 6.2 NAME STREET ADDRESS 6.3 STREET ADDRESS CITY - ST - ZIP 6.4 CITY - ST - ZIP 14. Thereby certify that the Information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I furne certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that

Officers / Directors - FL Food Lion

AS OF

April-98

TITLE	NAME	ADDRESS	
President	Tom E. Smith	2110 Executive Drive	
Director		Salisbury, NC 28145-1330	
Vice President	Keith M. Gehl	2110 Executive Drive	
Director		Salisbury, NC 28145-1330	
Secretary	Lester C. Nail	2110 Executive Drive	
Director		Salisbury, NC 28145	
Asst Sec. / Treasurer	Richard James	2110 Executive Drive	
Director		Salisbury, NC 28145	