

Bepariment of State

FORSYTH CO, NC 278 FEE: 6.00 PRESENTED & RECORDED: 10/30/1998 2:04PY DICKIE C. 4000 REGISTER OF DEELS BY: HILLIAND BY 2002 P3451 - P3451

I certify from the records of this office that Articles of Merger were filed on June 26, 1998 merging W-D TRANSFER, INC., a Florida corporation into WINN-DIXIE RALEIGH, INC., the surviving Florida corporation.

The document number of the surviving corporation is 212638.

I further certify that said surviving corporation has paid all fees and penalties due this office through December 31, 1998, that its most recent annual report was filed on May 13, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Fifth day of August, 1998

TO WE THE

CR2EO22 (2-95)

Sandra B. Mortham Secretary of State

BK2032PG3451