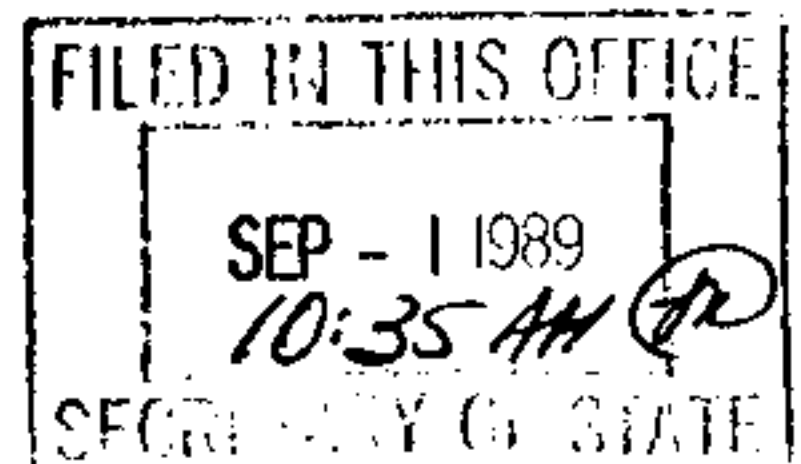


216



ARTICLES OF MERGER
OF
COLONIAL REALTY COMPANY, AN ALABAMA CORPORATION
AND
CHILDERSBURG SHOPPING CENTER, INC., AN ALABAMA CORPORATION
INTO
GIANT FOODS OF WILSONVILLE, INC., AN ALABAMA CORPORATION

The undersigned corporations, pursuant to Ala. Code
§ 10-2A-143 (1975), hereby adopt the following articles of
merger:

1. The Plan and Agreement of Merger ("Plan") is attached
as Exhibit "A" hereto.

2. The shareholders of Colonial Realty Company, an Alabama
corporation ("Colonial"), Childersburg Shopping Center, Inc., an
Alabama corporation ("Shopping Center"), and Giant Foods of
Wilsonville, Inc., an Alabama corporation (the "Surviving
Corporation"), were required to vote on the Plan.

The number of shares of Colonial common stock outstanding on
the record date and entitled to vote on the Plan was two hundred
fifty (250). On the record date, there was no other class of
Colonial stock outstanding.

The number of shares of Shopping Center Class A voting
common stock outstanding on the record date and entitled to vote
was fifty (50). The number of shares of Shopping Center Class B
non-voting common stock outstanding on the record date and
entitled to vote was fifty (50). On the record date, there was
no other class of Shopping Center stock outstanding.

The number of shares of the Surviving Corporation Class A
voting common stock outstanding on the record date and entitled
to vote on the Plan was one hundred eighty (180). The number of
shares of the Surviving Corporation Class B non-voting common
stock outstanding on the record date and entitled to vote on the
Plan was one hundred eighty (180). On the record date, there was
no other class of Surviving Corporation stock outstanding.

3. The number of shares of the Colonial common stock voted
for the Plan was two hundred fifty (250), and the number of
shares voted against the Plan was zero (0). There were no shares

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Lange, Simpson
1700 First AL Bank Bldg.
Birmingham, AL 35203

BOOK 039 PAGE 682

of any other class of the Colonial stock outstanding that were entitled to vote as a class.

The number of shares of Shopping Center Class A voting common stock voted for the Plan was fifty (50), and the number of shares voted against the Plan was zero (0). The number of shares of Shopping Center Class B non-voting common stock voted for the Plan was fifty (50), and the number of shares voted against the Plan was zero (0). There were no shares of any other class of Shopping Center stock outstanding that were entitled to vote as a class.

The number of shares of the Surviving Corporation Class A voting common stock voted for the Plan was one hundred eighty (180), and the number of shares voted against the Plan was zero (0). The number of shares of the Surviving Corporation Class B non-voting common stock voted for the Plan was one hundred eighty (180), and the number of shares voted against the Plan was zero (0). There were no shares of any other class of the Surviving Corporation stock outstanding that were entitled to vote as a class.

4. Colonial, Shopping Center, and the Surviving Corporation were incorporated under the laws of Alabama. The Certificate of Incorporation of Colonial was filed in Jefferson County, Alabama. The Certificate of Incorporation of Shopping Center was filed in Talladega County, Alabama. The Certificate of Incorporation of the Surviving Corporation was filed in Shelby County, Alabama.

DATED: August 10, 1989.

ATTEST:

Isabel Ragland
ISABEL RAGLAND
Its Assistant Secretary

COLONIAL REALTY COMPANY,
an Alabama corporation

By: Harvey Ragland Jr.
HARVEY RAGLAND, JR.
Its President

ATTEST:

Isabel Ragland
ISABEL RAGLAND
Its Assistant Secretary

CHILDERSBURG SHOPPING CENTER,
INC., an Alabama corporation

By: Harvey Ragland Jr.
HARVEY RAGLAND, JR.
Its President

GIANT FOODS OF WILSONVILLE,
INC., an Alabama corporation

ATTEST:

Isabel Ragland
ISABEL RAGLAND
Its Assistant Secretary

By: Harvey Ragland Jr.
HARVEY RAGLAND JR.
Its President

BOOK 039 PAGE 683 - A

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that HARVEY RAGLAND, JR., whose name is President of COLONIAL REALTY COMPANY, an Alabama corporation, is signed to the foregoing Articles of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the 30th day of August, 1989.

Moncy E. Shavers
Notary Public
My Commission Expires: 9/19/92

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that HARVEY RAGLAND, JR., whose name as President of CHILDERSBURG SHOPPING CENTER, INC., an Alabama corporation, is signed to the foregoing Articles of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the 30th day of August, 1989.

Nancy E. Shores
Notary Public
My Commission Expires: 9/19/92

BUCK 039 PAGE 684

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that HARVEY RAGLAND, JR., whose name as President of GIANT FOODS OF WILSONVILLE, INC., an Alabama corporation, is signed to the foregoing Articles of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the 30th day of August, 1989.

Nancy E. Shores
Notary Public
My Commission Expires: 9/19/92

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER
OF
COLONIAL REALTY COMPANY, AN ALABAMA CORPORATION
AND
CHILDERSBURG SHOPPING CENTER, INC., AN ALABAMA CORPORATION
INTO
GIANT FOODS OF WILSONVILLE, INC., AN ALABAMA CORPORATION

PLAN AND AGREEMENT OF MERGER, dated the 30th day of August, 1989, pursuant to Ala. Code § 10-2A-143 (1975), and 26 U.S.C. § 368, between COLONIAL REALTY COMPANY, an Alabama corporation ("Colonial"), CHILDERSBURG SHOPPING CENTER, INC., an Alabama corporation ("Shopping Center"), and GIANT FOODS OF WILSONVILLE, INC., an Alabama corporation (the "Surviving Corporation");

W I T N E S S E T H:

WHEREAS, Colonial, Shopping Center, and the Surviving Corporation are wholly-owned subsidiaries of HARVEY RAGLAND CO., INC., a Delaware corporation; and

WHEREAS, the shareholder and boards of directors of Colonial, Shopping Center, and the Surviving Corporation have determined that it is advisable and to the advantage of said corporations that Colonial and Shopping Center merge into the Surviving Corporation, forming a single corporation upon the terms and conditions set forth in this Plan and Agreement of Merger ("Plan"), and the applicable laws of the State of Alabama; and

WHEREAS, Colonial, Shopping Center, and the Surviving Corporation desire to adopt this Plan as an agreement of merger and to consummate the merger in a manner which qualifies as a reorganization under the provisions of Section 368 of the Internal Revenue Code of 1986; and

WHEREAS, the shareholder and boards of directors of Colonial, Shopping Center, and the Surviving Corporation adopted resolutions authorizing Colonial, Shopping Center, and the Surviving Corporation to enter into this Plan; and

WHEREAS, the Surviving Corporation had its Certificate of Incorporation filed in the Office of the Judge of Probate of Shelby County, Alabama, on January 30, 1965, and has three hundred sixty (360) total shares of capital stock, consisting of one hundred eighty (180) shares of Class A voting common stock, par value \$100.00 per share, of which common stock one hundred eighty (180) shares are now issued and outstanding, and one hundred eighty (180) shares of Class B non-voting common stock, par value \$100.00 per share, of which common stock one hundred eighty (180) shares are now issued and outstanding; and

WHEREAS, Colonial had its Certificate of Incorporation filed in the Office of the Judge of Probate of Jefferson County, Alabama, on January 2, 1951, and has an authorized capital stock consisting of two hundred fifty (250) shares of common stock, par value \$100.00 per share, of which common stock two hundred fifty (250) shares are now issued and outstanding; and

WHEREAS, Shopping Center had its Certificate of Incorporation filed in the Office of the Judge of Probate of Talladega County, Alabama, on February 26, 1965, and has one hundred (100) total shares of authorized capital stock, consisting of fifty (50) shares of Class A voting common stock, par value \$100.00 per share, of which common stock fifty (50) shares are now issued and outstanding, and fifty (50) shares of Class B non-voting common stock, par value \$100.00 per share, of which common stock fifty (50) shares are now issued and outstanding; and

WHEREAS, the registered office of the Surviving Corporation in the State of Alabama is located at 200 9th Avenue, N.W., Childersburg, Alabama 35044, and the name of its registered agent at such address is Harvey Ragland, Jr.; and

WHEREAS, the registered office of Colonial in the State of Alabama is located at 3500 South 3rd Avenue, Birmingham, Alabama 35222, and the name of its registered agent at such address is Harvey Ragland, Jr.; and

WHEREAS, the registered office of Shopping Center in the State of Alabama is located at 200 9th Avenue, N.W., Childersburg, Alabama 35044, and the name of its registered agent at such address is Harvey Ragland, Jr.;

NOW, THEREFORE, Colonial, Shopping Center, and the Surviving Corporation, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter set forth, do hereby agree each with the other that Colonial and Shopping Center shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving

corporation, pursuant to the applicable laws of the State of Alabama, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

1. Colonial merges itself into the Surviving Corporation, which shall be the surviving corporation, hereinafter usually referred to as the "Surviving Corporation." Shopping Center merges itself into the Surviving Corporation, which shall be the surviving corporation, hereinafter usually referred to as the "Surviving Corporation."

2. The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, which is the corporation surviving this merger.

3. The manner of converting the outstanding shares of the capital stock of Colonial, of Shopping Center, and of Surviving Corporation shall be as follows:

(a) Each share of Colonial common stock, par value \$100.00 per share, issued and outstanding immediately prior to the Effective Time of the Merger shall be transferred to the Surviving Corporation and shall be cancelled.

(b) Each share of Shopping Center Class A voting common stock, par value \$100.00 per share, and each share of Class B non-voting common stock, par value \$100.00 per share, issued and outstanding immediately prior to the Effective Time of the Merger shall be transferred to the Surviving Corporation and shall be cancelled.

(c) No shares of the Surviving Corporation common stock shall be issued in respect to the Colonial, Shopping Center, or Surviving Corporation common stock issued and outstanding immediately prior to the Effective Time of the Merger.

BOOK 039 PAGE 687

4. The further terms and conditions of the merger are as follows:

(a) Until altered, amended, or repealed, as therein provided, the By-Laws of the Surviving Corporation, as in effect at the date of this Agreement, shall be the By-Laws of the Surviving Corporation.

(b) As of the Effective Time of the Merger, the members of the board of directors of the Surviving Corporation shall be: Mercer Thomas, Harvey Ragland, Jr., Harvey Ragland, III, Edward Ragland, and Isabel Ragland. These directors shall serve until their respective successors shall be elected and qualified.

(c) As of the Effective Time of the Merger, the officers of the Surviving Corporation shall be:

Harvey Ragland, Jr.	President
Mercer Thomas	Vice President
Harvey Ragland, III	Vice President
Edward Ragland	Vice President
Heloise Wynn Ragland	Secretary
Isabel Ragland	Assistant Secretary

These officers shall serve until their respective successors shall be elected and qualified.

(d) Upon the Effective Time of the Merger, the separate existence of Colonial and Shopping Center shall cease, and Colonial and Shopping Center shall be merged with and into the Surviving Corporation, which is the Surviving Corporation, in accordance with the provisions of this Agreement.

(e) On the Effective Time of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Colonial and Shopping Center shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed, and all

BOOK 039 PAGE 688

property, rights, and every other interest of Colonial, Shopping Center, and the Surviving Corporation shall be as effectively the property of the Surviving Corporation as they were of Colonial, Shopping Center, and the Surviving Corporation, respectively.

(f) From time to time, as and when required by the Surviving Corporation, or by its successors and assigns, there shall be executed and delivered on behalf of Colonial and Shopping Center such deeds and other instruments, and there shall be taken or caused to be taken by Colonial and Shopping Center such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Colonial and Shopping Center, and otherwise to carry out the purposes of this Plan and the officers and directors of the Surviving Corporation are fully authorized in the names and on behalf of Colonial and Shopping Center to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(g) Colonial and Shopping Center shall be merged with and into the Surviving Corporation upon the terms and conditions of this Plan and Agreement of Merger as of the Effective Time of the Merger.

5. The merger described herein shall become effective for record keeping purposes at the close of business on September 1, 1989 (such date and time being referred to herein as the "Effective Time of the Merger").

IN WITNESS WHEREOF, the parties to this Plan and Agreement of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused these presents to be executed by the President and

attested by the Assistant Secretary of each party hereto as the respective act, deed, and agreement of each of said corporations.

COLONIAL REALTY COMPANY,
an Alabama corporation

ATTEST:

Isabel Ragland
ISABEL RAGLAND
Its Assistant Secretary

By: Harvey Ragland Jr.
HARVEY RAGLAND, JR.
Its President

CHILDERSBURG SHOPPING CENTER,
INC., an Alabama corporation

ATTEST:

Isabel Ragland
ISABEL RAGLAND
Its Assistant Secretary

By: Harvey Ragland Jr.
HARVEY RAGLAND, JR.
Its President

GIANT FOODS OF WILSONVILLE,
INC., an Alabama corporation

ATTEST:

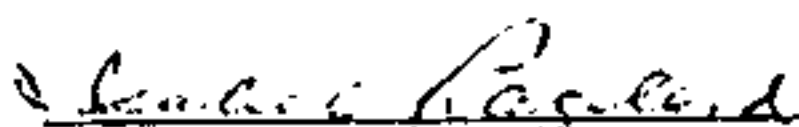
Isabel Ragland
ISABEL RAGLAND
Its Assistant Secretary

By: Harvey Ragland Jr.
HARVEY RAGLAND, JR.
Its President

CERTIFICATE OF ASSISTANT SECRETARY
OF
COLONIAL REALTY COMPANY

I, ISABEL RAGLAND, Assistant Secretary of COLONIAL REALTY COMPANY, a corporation organized and existing under the laws of the State of Alabama (the "Merged Corporation"), hereby certify, as such Assistant Secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Merged Corporation, and having been signed on behalf of GIANT FOODS OF WILSONVILLE, INC., a corporation of the State of Alabama, was duly adopted pursuant to Ala. Code § 10-2A-56 (1975) by the unanimous written consent of the shareholder holding two hundred fifty (250) shares of the capital stock of the Merged Corporation, being all of the shares issued and outstanding, which Plan and Agreement of Merger was thereby adopted as the act of the shareholder of the Merged Corporation, and the duly adopted agreement and act of the Merged Corporation.

WITNESS my hand on this 30 day of August, 1989.


ISABEL RAGLAND
Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
CHILDERSBURG SHOPPING CENTER, INC.

I, ISABEL RAGLAND, Assistant Secretary of CHILDERSBURG SHOPPING CENTER, INC., a corporation organized and existing under the laws of the State of Alabama (the "Merged Corporation"), hereby certify, as such Assistant Secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Merged Corporation, and having been signed on behalf of GIANT FOODS OF WILSONVILLE, INC., a corporation of the State of Alabama, was duly adopted pursuant to Ala. Code § 10-2A-56 (1975) by the unanimous written consent of the shareholder holding Fifty (50) shares of the Class A Voting Common Stock and Fifty (50) shares of the Class B Non-Voting Common Stock of the Merged Corporation, being all of the shares issued and outstanding, which Plan and Agreement of Merger was thereby adopted as the act of the shareholder of the Merged Corporation, and the duly adopted agreement and act of the Merged Corporation.

WITNESS my hand on this 30 day of August, 1989.


ISABEL RAGLAND
Assistant Secretary

CERTIFICATE OF ASSISTANT SECRETARY
OF
GIANT FOODS OF WILSONVILLE, INC.

039 PAGE 693
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I, ISABEL RAGLAND, Assistant Secretary of GIANT FOODS OF WILSONVILLE, INC., a corporation organized and existing under the laws of the State of Alabama (the "Surviving Corporation"), hereby certify, as such Assistant Secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Surviving Corporation, and having been signed on behalf of COLONIAL REALTY COMPANY, a corporation of the State of Alabama, and CHILDERSBURG SHOPPING CENTER, INC., a corporation of the State of Alabama, was duly adopted pursuant to Ala. Code § 10-2A-56 (1975) by the unanimous written consent of the shareholder holding One Hundred Eighty (180) shares of Class A Voting Common Stock and One Hundred Eighty (180) shares of Class B Non-Voting Common stock of the Surviving Corporation, being all of the shares now issued and outstanding, which Plan and Agreement of Merger was thereby adopted as the act of the shareholder of the Surviving Corporation, and the duly adopted agreement and act of the Surviving Corporation.

WITNESS my hand on this 30 day of August, 1989.


ISABEL RAGLAND
Secretary



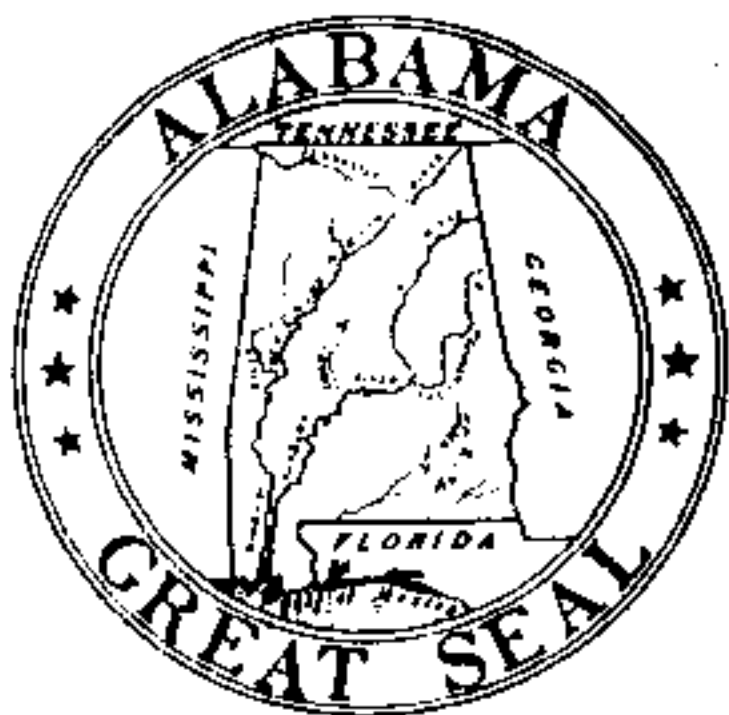
STATE OF ALABAMA

I, Perry A. Hand, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging Colonial Realty Company and Childersburg Shopping Center, Inc. into Giant Foods of Wilsonville, Inc., all Alabama corporations

duly signed and verified pursuant to the provisions of Section 10-2A-143, **Code of Alabama, 1975**, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Colonial Realty Company and Childersburg Shopping Center, Inc. into Giant Foods of Wilsonville, Inc.

and attaches hereto a duplicate original of the Articles of Merger.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 1, 1989

Date

Perry A. Hand

Secretary of State

BOOK 039 PAGE 694

BOOK 039 PAGE 695

STATE OF ALA. SHERIFF
I CERTIFY THIS
INSTRUMENT WAS FILED

89 SEP -5 PM 12:16

Thomas A. J. J. J.
JUDGE OF PROBATE

Rec 25.00
Ind 3.00
28.00

Secretary of State
State of Alabama

I hereby certify that this is a true
and complete copy of the document filed in
this office on September 1, 1909

Dated 9-1-89

Perry A. Hand

Perry A. Hand
Secretary of State