

State of Idaho

Office of the Secretary of State

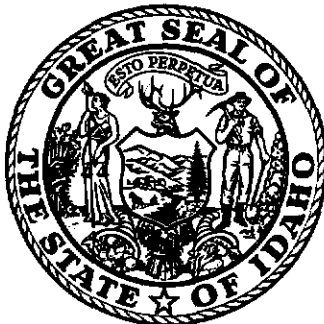
**CERTIFICATE OF AUTHORITY
OF
KROGER MTL MANAGEMENT, LLC**

File Number W 113637

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 4, 2012



Ben Yursa

SECRETARY OF STATE

By

Randa Corbush



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

12 MAY -4 PM 12:47

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Kroger M&L Management, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Ohio

4. The name and complete street address of the registered agent in Idaho is:

Corporation Service Company

12050 W. Explorer Drive, Suite 100, Boise, ID 83713

5. The street and mailing address of the limited liability company's principal office is:

1014 Vine Street, Cincinnati, OH 45202

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

1014 Vine Street, Cincinnati, OH 45202

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

The Kroger Co.

1014 Vine Street, Cincinnati, OH 45202

8. The mailing address for future correspondence:

1014 Vine Street, Cincinnati, OH 45202

9. Signature of a manager, member or authorized person:

Signature

Dorothy D. Roberts

Typed Name

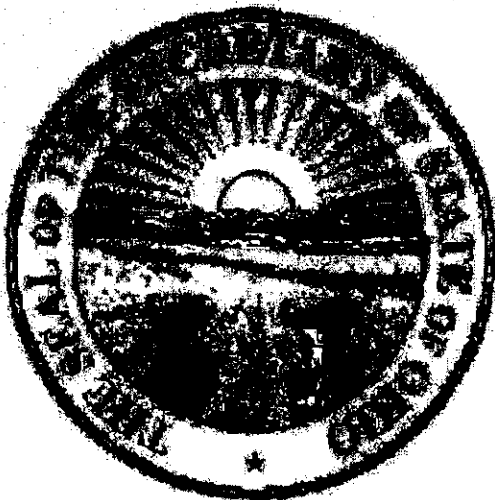
Secretary of State use only

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05/04/2012 05:00
CK: NONE CT: 1157 BH: 1322047
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W113637

United States of America
State of Ohio
Office of the Secretary of State

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show KROGER MTL MANAGEMENT, LLC, an Ohio For Profit Limited Liability Company, Registration Number 2036195, was organized within the State of Ohio on July 22, 2011, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 3rd day of May, A.D. 2012*

Jon Husted

Ohio Secretary of State

Validation Number: V20120123M7DA70