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Filed at the Request of:
WinCo Holdings, Inc.
650 N. Armstrong Place
Boise, Idaho 83704

AFTER FILING MAIL TO:
Tobi J. Mott, Esq.
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101 S. Capitol Blvd., Suite 1400
Boise, Idaho 83702

ARTICLES OF CORRECTION

TO

ARTICLES OF MERGER

OF

WINCO FOODS MERGER COMPANY
(an Idaho corporation)

WITH AND INTO

WINCO FOODS, INC., NOW KNOWN AS WINCO HOLDINGS, INC.
(an Idaho corporation)

Pursuant to Section 30-1-124 of the Idaho Business Corporation Act (the "Act"), the undersigned submit the following Articles of Correction for the purpose of correcting the Articles of Merger merging WinCo Foods Merger Company, an Idaho corporation ("Merger Co") with and into WinCo Foods, Inc., now known as WinCo Holdings, Inc., an Idaho corporation ("WinCo"):

1. The name of the surviving entity was WinCo Foods, Inc., now known as WinCo Holdings, Inc.
2. The document to be corrected is the Articles of Merger merging WinCo Foods Merger Company with an into WinCo Foods, Inc., now known as WinCo

IDAHO SECRETARY OF STATE
04/21/2004 05:00
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Holdings, Inc., which was filed in the office of the Secretary of State of Idaho and effective on April 1, 2004 at 8:54 a.m. (the "Articles of Merger")

3. The inaccuracies to be corrected are the number of shares entitled to vote for the merger by the shareholders of WinCo set forth in paragraph 2 of the Articles of Merger and the number of shares entitled to vote that either abstained or did not vote in paragraph 3 of the Articles of Merger.

4. Paragraph 2 of the Articles of Merger is hereby amended in its entirety to read as follows:

"As to each of the undersigned entities, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan, are as follows:

Name of Entity	No. of Shares Outstanding	ENTITLED TO VOTE AS A CLASS	
		Class Designation	No. of Shares
Merger Co	100	N/A	100
WinCo	31,903,776	N/A	31,903,776

5. Paragraph 3 of the Articles of Merger is hereby amended in its entirety to read as follows:


"As to each of the undersigned entities, the total number of shares voted for and against the Plan, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Plan, respectively, are as follows:

Name of Entity	NUMBER OF SHARES					
	Total Voted For	Total Voted Against	Total Abstained/ Did Not Vote	Entitled to Vote as a Class		
				Class	Voted For	Voted Against
Merger Co	100	0	0	N/A	N/A	N/A
WinCo	30,714,776	398,577	790,423	N/A	N/A	N/A

6. The correction to the Articles of Merger shall be effective upon the effective date and time of the Articles of Merger as provided in Section 30-1-124 of the Act.

Dated the _____ day of April 2004.

**WINCO FOODS INC., now known as
WINCO HOLDINGS, INC.,
an Idaho corporation**


By: William D. Long
Its: Chairman and Chief Executive Officer

Articles of Correction to Articles of Merger for cash-out merger.DOC