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**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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SECRETARY OF STATE

I, Bob Taft, 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 corporations; that said records show Certificate of AGREEMENT OF MERGER of SUPERVALU HOLDINGS, INC., an Ohio corporation, Charter No. 725591, having its principal location in Xenia, County of Greene, was incorporated on May 26th, 1988 and FOX-WETTERAU, INC., an unqualified Delaware corporation, merging into: WETTERAU INCORPORATION, survivor of said merger, a Missouri corporation, License No. 863439, and change survivors Corporate title to: SUPERVALU HOLDINGS, INC., was filed in this office on February 24th, 1994 of the Records of Incorporation. The effective date of said merger was February 26th, 1994. Said surviving corporation, SUPERVALU HOLDINGS, INC., a Missouri corporation qualified to do business within the State of Ohio on February 1st, 1994 under License no. 863439 is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio this
22nd day of March, A.D. 1994

Bob Taft
Bob Taft
Secretary of State

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