

State of Idaho

Department of State

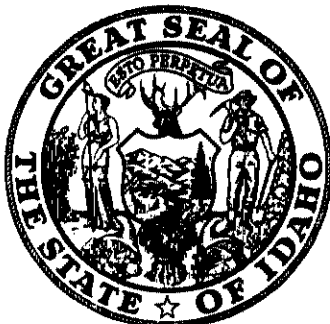
CERTIFICATE OF AUTHORITY OF

SUPERVALU HOLDINGS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SUPERVALU HOLDINGS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SUPERVALU HOLDINGS, INC. to transact business in this State under the name SUPERVALU HOLDINGS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 21, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SUPERVALU Holdings, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Ohio

4. The date of its incorporation is May 26, 1988 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1003 Bellbrook Ave., Xenia, OH 45385

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
General business purpose. Supplying, owning and/or operating
grocery stores and warehouse distribution centers.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached		

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(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 17, 1992

SUPERVALU Holdings, Inc.

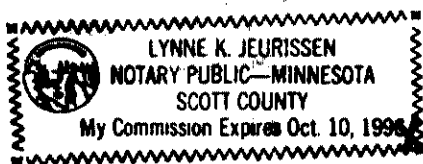
(Corporation Name)

By *[Signature]*
 Its ~~President~~ Vice President (please specify)
 and *[Signature]*
 Its Secretary/~~Assistant Secretary~~ (please specify)

STATE OF Minnesota)
) ss:
 COUNTY OF Hennepin)

I, Lynne K. Jeurissen, a notary public, do hereby certify that on
 this 17th day of December, 19 92, personally appeared before
 me Gordon W. Hippen, who being by me first duly sworn, declared that (s)he
 is the Vice President of SUPERVALU Holdings, Inc.

that (s)he signed the foregoing document as Vice President of the corporation and that
 the statements therein contained are true.



[Signature]
 Notary Public

LIST OF DIRECTORS AND OFFICERS
OF SUPERVALU Holdings, Inc.

DIRECTORS:

	<u>Address:</u>	<u>Residence:</u>
Jeffrey Noddle	11840 Valley View Road Eden Prairie, MN 55344	4833 Highbury Lane Minnetonka, MN 55345
Jeffrey Girard	11840 Valley View Road Eden Prairie, MN 55344	9481 Olympia Drive Eden Prairie, MN 55347

OFFICERS:

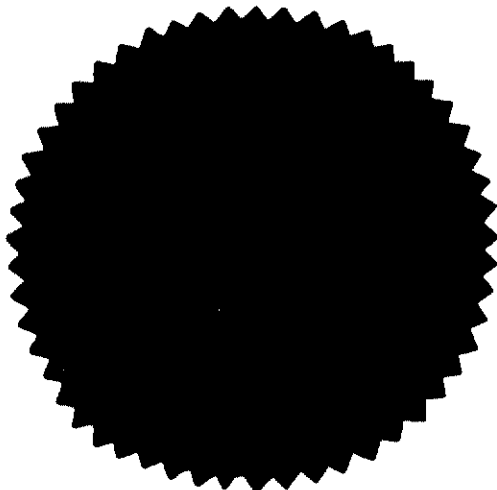
Jeffrey Noddle President	11840 Valley View Road Eden Prairie, MN 55344	4833 Highbury Lane Minnetonka, MN 55345
Jeffrey Girard V. President	11840 Valley View Road Eden Prairie, MN 55344	9481 Olympia Drive Eden Prairie, MN 55347
Laurence L. Anderson V. President	11840 Valley View Road Eden Prairie, MN 55344	8100 Telegraph Road Bloomington, MN 55438
David L. Boehnen V. President & Asst. Secy.	11840 Valley View Road Eden Prairie, MN 55344	71 Otis Lane St. Paul, MN 55104
Phillip A. Dabill V. President	11840 Valley View Road Eden Prairie, MN 55344	3067 Farview Lane Long Lake, MN 55356
Isaiah Harris V. President	11840 Valley View Road Eden Prairie, MN 55344	17130 28th Ave. N. Plymouth, MN 55447
Gordon W. Hippen V. President	11840 Valley View Road Eden Prairie, MN 55344	4600 Weston Lane Plymouth, MN 55447
David A. Cairns V. President & Treas.	11840 Valley View Road Eden Prairie, MN 55344	18600 Beaverwood Road Minnetonka, MN 55345
James A. Strom Secretary	11840 Valley View Road Eden Prairie, MN 55344	7284 Tartan Curve Eden Prairie, MN 55346

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



DEC 21 3 34 PM '92
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 **SUPERVALU HOLDINGS, INC.**, an Ohio corporation, Charter No. .
725591, having its principal location in Xenia, County of Greene,
was incorporated on May 26, 1988 and is currently in **GOOD STANDING**
upon the records of this office.*



WITNESS my hand and official seal at
Columbus, Ohio this 16th day of
December, A.D. 1992

Bob Taft

Bob Taft
Secretary of State

CONSENT TO USE OF NAME

SUPERVALU Inc., a corporation
organized under the laws of the State of Delaware, hereby
consents to the organization-qualification of SUPERVALU Holdings, Inc.
in the State of Idaho.

IN WITNESS WHEREOF, the said SUPERVALU INC
_____ has caused this consent to be executed by its Senior Vice president
and attested under its corporate seal by its _____ secretary, this 17 day of
December 19 92.

X SUPERVALU INC.
By [Signature]
Senior Vice President

Attest:
X [Signature]
Secretary

X (SEAL)