

FILED/EFFECTIVE

**ARTICLES OF MERGER
OF
SMITH'S FOOD & DRUG CENTERS, INC.
AND
TREASURE VALLEY LAND COMPANY, L.C.**

OCT 13 10 26 AM '00
SECRETARY OF STATE
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L19

Pursuant to the provisions of Sec. 53-663 of the Idaho Limited Liability Company Act, the undersigned business entities hereby execute the following articles of merger and set forth the following:

1. The name and jurisdiction of organization or formation of each business entity which is to merge is:

Smith's Food & Drug Centers, Inc. - a Delaware corporation
Treasure Valley Land Company, L.C. - an Idaho limited liability company

2. An agreement of merger has been approved and executed by each business entity which is a party to the merger.

3. The name of the surviving business entity is Smith's Food & Drug Centers, Inc.

4. The effective date of the merger is the date of filing of these Articles of Merger with the Idaho Secretary of State.

5. The agreement of merger is on file at a place of business of the surviving business entity, and the address of the place of business is 1550 S. Redwood Road, Salt Lake City, UT 84104.

6. A copy of the agreement of merger will be furnished by the surviving business entity, on request and without cost, to any person holding an interest in any business entity which is to merge.

7. Smith's Food & Drug Centers, Inc. agrees that it may be served with process in Idaho in any proceeding for enforcement of any obligation of any business entity party to the merger that was organized under the laws of Idaho, as well as for enforcement of any obligation of the surviving business entity arising from the merger. It also appoints the Secretary of State as its agent for service of process in any such proceeding.

IDAHOO SECRETARY OF STATE

10/13/2000 09:00
CK: 100027853 CT: 70126 DH: 354417

1 @ 30.00 = 30.00 MERGER # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

W470

8. The address to which a copy of the process shall be mailed by the Secretary of State is 1550 S. Redwood Road, Salt Lake City, Utah 84104.

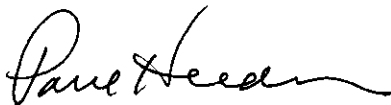
DATE: October 3, 2000

SMITH'S FOOD & DRUG CENTERS, INC.
a Delaware corporation

By: 
Paul W. Heldman, Vice President

TREASURE VALLEY LAND COMPANY, L.C.
an Idaho limited liability company

By: Smith's Food & Drug Centers, Inc.,
its sole member


Paul W. Heldman, Vice President