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State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

FLEMING MERGER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FLEMING MERGER, INC. for an Amended 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 Amended Certificate of Authority to FLEMING FOODS WEST, INC. to transact business in this State under the name FLEMING FOODS WEST, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: December 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl DeWitt

Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

VICE PRESIDENT

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on 12/12 19 91, authorizing it to transact business in the State of Idaho under the name of FLEMING MERGER, INC.

2. Its corporate name has been changed to FLEMING FOODS WEST, INC.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is FLEMING FOODS WEST, INC.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

no change

(Note: If no additional purposes are proposed, insert "No change.")

Dated December 19, 19 91

By Donald N. Eyer, Vice President

And James W. Clark, Secretary

STATE OF Oklahoma

COUNTY OF Oklahoma

I, Suzanne Butt, a notary public, do hereby certify that on this 19th day of December, 19 91, personally appeared

(continued on reverse)

before me Donald N. Eyer, who being by me first duly sworn,
declared that he is the Vice President of FLEMING FOODS WEST, INC.

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

NOTARY PUBLIC
STATE OF OKLAHOMA
My Comm. Expires
June 21, 1992

[Signature]
Notary Public

FLEMING FOODS WEST, INC.

FLEMING FOODS WEST, INC.

FLEMING FOODS WEST, INC.

no change

Donald N. Eyer
Vice

James W. Clark

OKLAHOMA

OKLAHOMA

STATE OF NEVADA
DEPARTMENT OF STATE



I, CHERYL A. LAU, the duly qualified and elected Secretary of State of the State of Nevada, do hereby certify that there was filed in this office on November 27, 1991 an

SECRETARY OF STATE
DEC 30 10 40 AM '91

AGREEMENT OF MERGER

merging

FLEMING FOODS WEST, INC.
(A California Corporation)

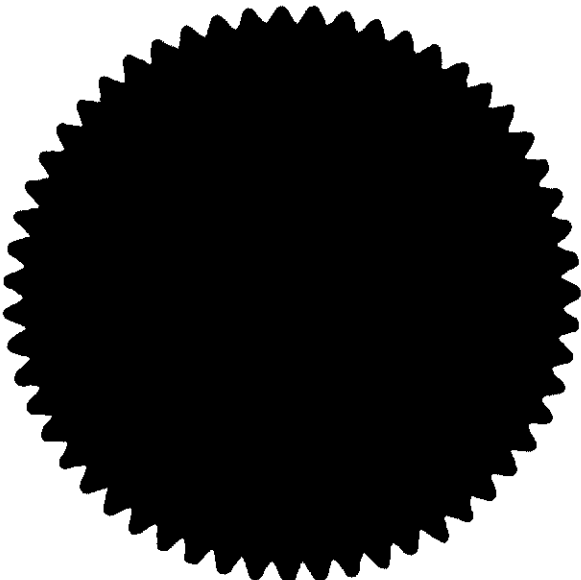
into

FLEMING MERGER, INC.
(A Nevada Corporation)

changing name to

FLEMING FOODS WEST, INC.

The separate existence of FLEMING FOODS WEST, INC. (A California Corporation) has ceased to exist.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 11th day of December, A.D., 1991.

Cheryl A. Lau
Secretary of State

By *Lynn Hadjapan*
Deputy