

RECORDING REQUESTED BY

WHEN RECORDED RETURN TO

Latham & Watkins  
650 Town Center Drive  
20th Floor  
Costa Mesa, California 92626-1918  
Attn: Karen I. Long

6365797  
05/24/96 10:28 AM 16.00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
FIRST AMERICAN TITLE  
REC BY: V ASHBY , DEPUTY - WI

THE AREA ABOVE IS RESERVED FOR RECORDER'S USE

CERTIFICATE OF OWNERSHIP

6365797

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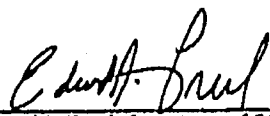
State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SMITH'S FOOD KING PROPERTIES, INC.", A UTAH CORPORATION, WITH AND INTO "SMITH'S FOOD & DRUG CENTERS, INC." UNDER THE NAME OF "SMITH'S FOOD & DRUG CENTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF OCTOBER, A.D. 1989, AT 12:30 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7935215  
DATE: 05-06-96

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**FILED**

OCT 20 1989

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SMITH'S FOOD KING PROPERTIES, INC.**

**WITH AND INTO**

**SMITH'S FOOD & DRUG CENTERS, INC.**

*Hubert H.*  
SECRETARY OF STATE  
12:30 PM

Smith's Food & Drug Centers, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

**FIRST:** That this corporation was incorporated on the 24th day of January, 1989, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of Smith's Food King Properties, Inc., a corporation incorporated on January 2, 1979, pursuant to the Business Corporation Act of the State of Utah.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 19th day of October, 1989, determined to and did merge into itself said Smith's Food King Properties, Inc.:

**RESOLVED,** that Smith's Food & Drug Centers, Inc. merge, and it hereby does merge into itself Smith's Food King Properties, Inc., and assumes all of its obligations; and

**FURTHER RESOLVED,** that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

**FURTHER RESOLVED,** that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Smith's Food King Properties, Inc. and to assume its liabilities and obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the

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State of Delaware, which may be in anywise necessary or proper to effect such merger.

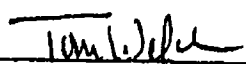
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the board of directors of Smith's Food & Drug Centers, Inc. at any time prior to the date of filing the merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, Smith's Food & Drug Centers, Inc., has caused this certificate to be signed by Richard D. Smith, its president, and attested by Tom Welch, its secretary, as of this 19th day of October, 1989.

SMITH'S FOOD & DRUG CENTERS, INC.

By:   
President

Attest:

  
Secretary

9449F