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I, Gwynne H. Wales, Secretary of XYZ Corporation, a corporation organized and existing under and by virtue of the laws of the State of Delaware, hereby certify as follows:

1. The foregoing Agreement of Merger was adopted and approved by the Board of Directors of XYZ Corporation in accordance with Section 251 of the General Corporation Law of the State of Delaware and was executed by the President and attested by the Secretary of XYZ Corporation under its corporate seal in accordance with Section 103 of the General Corporation Law of the State of Delaware.

2. Thereafter, the foregoing Agreement of Merger was adopted by the sole stockholder of XYZ Corporation by unanimous written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of XYZ Corporation and affixed the seal of said corporation this 18th day of August, 1977.

.....
Gwynne H. Wales

(CORPORATE SEAL)

I, Thomas L. McAbee, Secretary of Bi-Lo, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware, hereby certify as follows:

1. The foregoing Agreement of Merger was adopted and approved by the Board of Directors of Bi-Lo, Inc. in accordance with Section 251 of the General Corporation Law of the State of Delaware and was executed by the President and attested by the Secretary of Bi-Lo, Inc. under its corporate seal, in accordance with Section 103 of the General Corporation Law of the State of Delaware.

2. Thereafter, the foregoing Agreement of Merger was adopted by the sole stockholder of Bi-Lo, Inc. by unanimous written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of Bi-Lo, Inc. and affixed the seal of said corporation this 18th day of August, 1977.

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Thomas L. McAbee

(CORPORATE SEAL)

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