

necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purpose of the merger, and the proper officers and directors of the Surviving Corporation are hereby authorized in the name of BI-LO or otherwise to take any and all such action.

11. This Plan of Merger may be terminated and the merger herein provided for abandoned at any time prior to the Effective Date of the Merger by the Board of Directors of FOODHOLD.

RECORDED APR 3 1978 At 2:50 P.M.

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