

6. The Certificate of Incorporation of FOODHOLD as in effect immediately prior to the Effective Date of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until altered or amended, except that Article FIRST of such Certificate of Incorporation shall be amended upon the Effective Date of the Merger, without further action, to read as follows: "The name of the corporation is BI-LO, Inc." The bylaws of FOODHOLD, as in effect immediately prior to the Effective Date of the Merger, shall be the bylaws of the Surviving Corporation until altered, amended or repealed. The officers and directors of FOODHOLD immediately prior to the Effective Date of the Merger shall be the officers and directors of the Surviving Corporation to hold office as provided in the bylaws of the Surviving Corporation.

7. As soon as practical after the Effective Date of the Merger, all of the shares of BI-LO Common Stock shall be surrendered to FOODHOLD. The certificates so surrendered shall be cancelled.

8. The FOODHOLD Common Stock shall not be altered, converted or exchanged as a result of the merger and shall continue to constitute the issued and outstanding capital stock of the Surviving Corporation after the Effective Date of the Merger until altered or amended in the manner provided by the Certificate of Incorporation or bylaws of the Surviving Corporation. After the Effective Date of the Merger and upon cancellation of the current share certificates, new share certificates may be issued upon appropriate resolution by the Board of Directors of the Surviving Corporation to reflect the change of name of the Surviving Corporation as provided herein.

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