



1441 East 2100 South Suite 100 Salt Lake City, Utah 84105 (801) 487-5823

WHEN RECORDED, MAIL TO:

GRANTEE

1550 South Redwood Road

Salt Lake City, Utah

Space Above for Recorder's Use

9658

4247130 Warranty Deed

(Corporate Form)

SAFEMART STORES, INCORPORATED,
a Maryland Corporation MARYLAND, a corporation
organized and existing under the laws of the State of Utah, with its principal office at
of County of MARYLAND,
grantor, hereby conveys and warrants to
SMTIH'S FOOD KING PROPERTIES, INC.

of SALT LAKE CITY, SALT LAKE COUNTY, STATE OF UTAH Grantee
for the sum of
TEN & No/100----- DOLLARS,
and other good and valuable consideration
the following described tract of land in SALT LAKE County,
State of Utah:

SEE ATTACHED EXHIBIT "A" FOR LEGAL DESCRIPTION

NOV 10 4 06 PM '88
KATIE L. EYON
RECORDER
SALT LAKE COUNTY,
UTAH
REBECCA BRAY
NOTARY PUBLIC
UTAH

The officers who sign this deed hereby certify that this deed and the transfer represented thereby was duly authorized under a resolution duly adopted by the board of directors of the grantor at a lawful meeting duly held and attended by a quorum.

In witness whereof, the grantor has caused its corporate name and seal to be hereunto affixed by its duly authorized officers this _____ day of _____ A. D., 19 _____

Attest: _____
Assistant Secretary Secretary
(Corporate Seal)
SAFEMART STORES, INCORPORATED Company
By a Maryland corporation
Gary D. Scott
Assistant Vice President

STATE OF UTAH, XX CALIFORNIA } ss.
County of ALAMEDA



On the 4th day of November, 1986, A. D.
personally appeared before me Gary D. Scott and J. G. Sullivan
who being by me duly sworn did say, each for himself, that he, the said Gary D. Scott
is the president, and he, the said J. G. Sullivan is the secretary Assistant
of SAFEMART STORES, INCORPORATED Company, and that the within and foregoing
instrument was signed in behalf of said corporation by authority of a resolution of its board of direc-
tors and said Gary D. Scott and J. G. Sullivan
each duly acknowledged to me that said corporation executed the same and that the seal affixed
is the seal of said corporation.

My Commission Expires _____ My residence is Oakland, CA
OFFICIAL SEAL
GAIL ADAMS
NOTARY PUBLIC CALIFORNIA
COUNTY OF ALAMEDA
My Commission Expires Aug. 10, 1988
Notary Public.

BOOK 5838 PAGE 1399

EXHIBIT "A"

Beginning at a point on the East line of 4000 West Street, said point being more particularly described as being located North 0°03'40" East 660.00 feet and North 89°58'12" East 33.00 feet from the Southwest corner of Section 5, Township 2 South, Range 1 West, Salt Lake Base and Meridian, to the Point of Beginning, and running thence North 89°58'12" East 627.00 feet; thence South 0°03'40" West 607.00 feet; thence South 89°58'12" West 457.00 feet; thence North 0°03'40" East 170.00 feet; thence South 89°58'12" West 170.00; thence North 0°03'40" East 437.00 feet to the Point of Beginning.

Subject to an easement being reserved by grantor herein for a water line over the following described property:

Beginning at a point on the East line of 4000 West Street, said point being North 0°03'40" East along the Section line 660.00 feet and North 89°58'12" East 33.00 feet from the Southwest corner of Section 5, Township 2 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 89°58'12" East 462.20 feet; thence South 0°03'40" West 20.00 feet; thence South 89°58'12" West 462.20 feet to the said East line of 4000 West Street; thence North 0°03'40" East 20.00 feet to the Point of Beginning.

BOOK 5638 PAGE 2000

RECORDING REQUESTED BY

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

WHEN RECORDED RETURN TO

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

THE AREA ABOVE IS RESERVED FOR RECORDER'S USE

CERTIFICATE OF OWNERSHIP

6365797

BK7406PG2701

Office of the Secretary of State

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

Edward J. Freel, Secretary of State

2184772 8100M

960131035

AUTHENTICATION: 7935215

DATE: 05-06-96

BK7406PG2702

FILED

OCT 30 1989

739293022

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SMITH'S FOOD KING PROPERTIES, INC.

WITH AND INTO

SMITH'S FOOD & DRUG CENTERS, INC.

John 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 for the 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

BK7406PG2703

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

MERGER

Delaware

PAGE 1

RECEIVED

The First State
EXPEDITE

JAN 13 2004

Utah Div. Of Corp. & Comm. Code

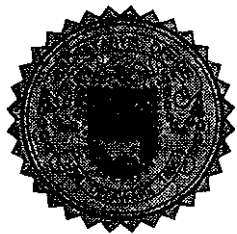
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "SMITH'S FOOD & DRUG CENTERS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 6:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2003.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
And approved on this 13 day of Dec 2004
In this office of this Division and hereby issued
this Certificate thereof.
Examiner [Signature] Date 01-14-04
[Signature]
Kathy Berg
Kathy Berg
Division Director



Date: 01/13/2004
Receipt Number: 1057035
Amount Paid: \$112.00



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2844657

DATE: 01-02-04

2184772 8100

040000121

01-13-04P01:25 RCVD

issued and outstanding shares of the capital stock of Smith's Ohio held by the Corporation shall be surrendered and canceled; and further

RESOLVED, That this resolution to merge be submitted to stockholders of this Corporation for approval, and in the event that the holders of at least a majority of the stock of this Corporation vote in favor of this resolution that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of the stock of this corporation by unanimous written consent.

FIFTH: That Smith's Ohio agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Corporation, as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

1550 S. Redwood Road
Salt Lake City, UT 84104

SIXTH: That the effective date of the merger is December 30, 2003.

IN WITNESS WHEREOF, said Smith's Food & Drug Centers, Inc., a Delaware corporation, has caused this Certificate to be signed by Paul W. Heldman and Bruce M. Gack, both authorized officers, this 16th day of December, 2003.

SMITH'S FOOD & DRUG CENTERS, INC.
a Delaware corporation

By: Paul Heldman
Paul W. Heldman, Vice President

By: Bruce M. Gack
Bruce M. Gack, Assistant Secretary

ESL5042 SURV

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:48 PM 12/17/2003
FILED 06:45 PM 12/17/2003
SRV 030816293 - 2184772 FILE

NO. 2209 1. 2

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SMITH'S FOOD & DRUG CENTERS, INC.
(a Delaware corporation)

102308
~~102308~~

INTO

SMITH'S FOOD & DRUG CENTERS, INC.
(an Ohio corporation)

ES23042

* * * * *

Smith's Food & Drug Centers, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 18th day of January, 1989.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Smith's Food & Drug Centers, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Ohio on the 26th day of September, 2003 ("Smith's Ohio").

THIRD: That its Board of Directors by unanimous written consent dated the 27th day of October, 2003, determined to merge the Corporation into said Smith's Ohio, and did adopt the following resolutions:

RESOLVED, That Smith's Food & Drug Centers, Inc., a Delaware corporation (the "Corporation") merge itself into its subsidiary, Smith's Food & Drug Centers, Inc., an Ohio corporation ("Smith's Ohio"), with Smith's Ohio assuming all of the obligations of the Corporation; and further

RESOLVED, That the terms and conditions of the merger are as follows: Upon completion of the merger, the holders of the issued and outstanding shares of the capital stock of the Corporation shall receive an equivalent number of shares of the capital stock of Smith's Ohio and shall have no further claims of any kind or nature; and all of the

TRAILER



SHEET

INCORPORATING SECTION
P.O. Box 898
FRANCHISE TAX SECTION
P.O. Box 7040
UNIFORM COMMERCIAL CODE
P.O. Box 793
DOVER, DELAWARE 19903

STATE OF DELAWARE
DEPARTMENT OF STATE
Harriet Smith Windsor, Secretary
DIVISION OF CORPORATIONS
JOHN G. TOWNSEND BUILDING
DUKE OF YORK STREET
DOVER, DELAWARE 19901

INCORPORATING SECTION
GENERAL INFORMATION
302/739 - 3073
NAME RESERVATION
302/739 - 6900
900/420 - 8042
FRANCHISE TAX SECTION
302/739 - 4225
UNIFORM COMMERCIAL CODE
302/739 - 4279

SRV#: 040000121 Agent: 9000014 File#: Package#: 00000045
Priority: 2 Mail Code R Date: 01/02/04

Attn: KIM 381259-15

Agent: CORPORATION SERVICE COMPANY
2711 CENTERVILLE ROAD
SUITE 400
WILMINGTON DE 19808
