DOC ID ----> 199936103142

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form CLP (July 1994)

Approved PLH
Date 12/2/99
Fee $85*

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership in accordance with Ohio Revised Code Chapter 1782, do hereby certify as follows:

1. The name of the limited partnership shall be Kroger Texas L.P.
(see instruction #1 regarding name)

2. The address of the principal place of business of the partnership shall be:

1014 Vine Street
(street and number)

Cincinnati, Ohio 45202
(city, village or township) (state) (zip code)

3. The name and address of the limited partnership's agent for service of process in Ohio is:

C T Corporation system, 441 Vine Street
(name of agent) (street and number)

Cincinnati, Ohio 45202
(city, village or township) (zip code)

4. The **name** and business or residence **address** of each **GENERAL PARTNER** is:

Name	Address
KRGP Inc.	1014 Vine Street, Cincinnati, Ohio 45202

(If insufficient space to cover this item, please attach additional sheet)

(OHIO - LP 3022 - 6/20/94)
CT System

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5. The undersigned hereby certify that this limited partnership has been in existence since N/A (date of filing with county recorder's office), and that this certificate is being filed solely to comply with Ohio Revised Code Section 1782.63(A)(1).

The foregoing item 5 is to be completed, and is applicable ONLY IF the subject limited partnership was in existence prior to July 1, 1994. If not applicable, please insert "N/A" in the blank designated for the pre-existing date.

6. Other provisions (optional):

(If insufficient space for additional provisions, please attach a separate sheet)

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed this 23rd day of November, 1999.

KRGP Inc., the General Partner
By: [signature]
Bruce M. Gack, Vice President and Assistant Secretary

KRGP INC., the General Partner
By: [signature]
Thomas P. O'Brien, Jr., Vice President and Assistant Secretary

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)

INSTRUCTIONS

1. Pursuant to ORC 1782.02, the name of the limited partnership must include the words "Limited Partnership", "L.P.", "Limited", or "Ltd.", and shall NOT contain the name of a limited partner unless either of the following are true:
   a. It is also the name of a general partner;
   b. the business of the limited partnership had been carried on under that name before the admission of that limited partner.

2. Pursuant to ORC 1782.01(H), a limited partnership must be created by a minimum of two persons. The certificate must be signed by all General Partners.

3. *If this certificate of limited partnership is being filed solely to comply with the provisions of Ohio Revised Code Section 1782.63(A)(1), then no filing fee is required.

[Ohio Revised Code Section 1782.08]

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Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please call Customer Service:
Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

CONSENT FOR USE OF SIMILAR NAME

(Where consenting entity is a limited liability company or a limited partnership)

Kroger Limited Partnership I
(Name of limited liability company giving consent)

gives its consent to Kroger Texas L.P.
(Name of individual or proposed entity receiving consent)

to use the name Kroger Texas L.P.
(name for which consent to use is being obtained)

Signed
Name: Bruce M. Gack
Title: Vice President of KRGP Inc., the General Partner

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CONSENT FOR USE OF SIMILAR NAME

(Where consenting entity is a limited liability company or a limited partnership)

Kroger Limited Partnership II
(Name of limited liability company giving consent)

gives its consent to Kroger Texas L.P.
(Name of individual or proposed entity receiving consent)

to use the name Kroger Texas L.P.
(name for which consent to use is being obtained)

Signed _____
Name: Bruce M. Gack
Title: Vice President of KRGP Inc., the General Partner

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CONSENT FOR USE OF SIMILAR NAME

(Where consenting entity is a corporation)

The Kroger Co.
(Name of Corporation giving consent)

(Charter/License Number) 014931

gives its consent to Kroger Texas L.P.
(Name of individual or proposed corporation receiving consent)

to use the name Kroger Texas L.P.

THIS DOCUMENT IS SIGNED BY ANY AUTHORIZED CORPORATE OFFICER.

Date November 29, 1999

Signature: [signature]

Name: Bruce M. Gack

[O.R.C 1701.05 (c)]

Title: Assistant Secretary

147-CSC

Version: 7/15/99

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Dec 2, 1999

C T.Corporation System
17 S. High St.
Columbus, OH 43215
614-621-1919 Work #
614-621-1906 Fax #

EXPEDITE PICK-UP

Secretary of State Corporation Division
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

ORDER # 1162841

RE: Kroger Texas LP

Dear Filing Clerk:

Attached please find the filing(s) listed below along with the appropriate fee.

____ Articles of Incorporation/Articles of Organization

____ Amendment/Amended Articles of Incorporation

____ Subsequent Appointment of Agent/Change of Address of Agent

____ Merger Documents/Certificate of Merger

____ Certificate of Foreign Name Change Amendment

____ Foreign License Application

____ Certificate of Surrender/Dissolution

____ Trade/Fictitious Name Registration (Reservation)

X Foreign Limited Partnership Application/Limited Liability Co.

____ Corrections

X SPECIAL INSTRUCTIONS:

_____Upon approval please certify _____ copy(s) provided and/or issue ___1___ good standing certificate(s). Please call 621-1919 when ready for pick up.

Please send evidence of the filing to Alexis Webster at the address indicated above. Thank you.

AFTER FILING RETURN TO:
CT CORPORATION
17 SOUTH HIGH STREET
COLUMBUS, OH 43215

DOC ID ----> 199936103142

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1/5/2000	199936103142	CLP LIMITED PARTNERSHIP	85.00	.00	.00	.00	.00

Return To:
CT CORPORATION SYSTEM
17 S HIGH STREET
COLUMBUS, OH 43215

The State of Ohio

Ohio Secretary of State, J. Kenneth Blackwell

1124019

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

KROGER TEXAS L.P.

and that said business records show the filing and recording of:

Document(s)	Document No(s):
LIMITED PARTNERSHIP	**199936103142**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio, this
This 2nd day of December A.D. 1999

J. Kenneth Blackwell
Secretary of State