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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
 Account Number : 120000000195
 Phone : (850) 521-1000
 Fax Number : (850) 558-1515

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TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: KMARK@CSCINFO.COM

RECEIVED
2010 MAR 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**REGISTERED AGENT CHANGE
TBC PRIVATE BRANDS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

RACM 3/17/10

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: TBC PRIVATE BRANDS, INC.
2. The principal office address: 4770 Hickory Hill Rd., Memphis, TN 38141
3. The mailing address (if different):

4. Date of incorporation/qualification: 03/08/2010 Document number: F10000001184

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box NOT acceptable)
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

[Signature]
(Signature of an officer or director)

Terry L. Trantina, Sr. VP, General Counsel an
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
By: [Signature]
(Signature of Registered Agent)

3-15-2010
(Date)

If signing on behalf of an entity:
Sylvia Queppet, Asst. Vice President
(Typed or Printed Name)

*** FILING FEE: \$35.00 ***