

F93000000310

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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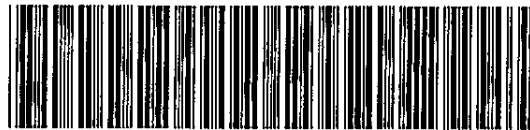
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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7/13/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 800100 86293A

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 35.00

ORDER DATE : July 12, 2004

ORDER TIME : 9:35 AM

ORDER NO. : 800100-010

CUSTOMER NO: 86293A

CUSTOMER: Bradley D. Mcadory, Esq.
Fred's, Inc.
4300 New Getwell Road

Memphis, TN 38118

CHANGE OF AGENT

NAME: FRED'S STORES OF TENNESSEE,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

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 Tennessee in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: FRED'S STORES OF TENNESSEE, INC.
2. The principal office address: 4300 New Getwell Road, Memphis, TN 38118
3. The mailing address (if different): _____
4. Date of incorporation/qualification: Jan. 25, 1993 Document number: F93000000310

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

Terry Fiege
22 S. 8th Street
Fernandina Beach, FL 32034

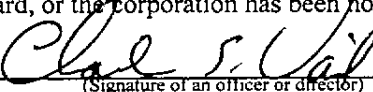
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6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox 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 of an officer or director)

Charles S. Vail, Secretary
(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: Michelle R. Vannoy
(Signature of Registered Agent)

July 12, 2004
(Date)

If signing on behalf of an entity:

Michelle R. Vannoy
(Typed or Printed Name)

Asst. Vice President
(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314