

F93000000310

Florida Department of State
Division of Corporations
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REGISTERED AGENT CHANGE

FRED'S STORES OF TENNESSEE, INC.

Certificate of Status	0
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**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 Rd.
Memphis, TN 38118
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 01/25/1993 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:

Corporation Service Company
1201 Hays St.
Tallahassee, FL 32301

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

CT Corporation System
c/o CT Corporation System, 1200 South Pine Island Road
(P.O. Box NOT acceptable)
Plantation, Florida 33324

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.

By: [Signature]
(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.

[Signature]
(Signature of Registered Agent)

March 29 2006
(Date)

If signing on behalf of an entity:

John I. Linnihan, Asst. Vice President
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)

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