2008 FOR PROFIT CORPORATION

Apr 24, 2008 8:00 am Secretary of State **ANNUAL REPORT** 04-24-2008 90140 001 ***600.00 DOCUMENT # F93000000310 1. Entity Name FRED'S STORES OF TENNESSEE, INC. Principal Place of Business Mailing Address 66007787 4300 NEW GETWELL ROAD 4300 NEW GETWELL ROAD MEMPHIS. TN 38118 MEMPHIS, TN 38118 CR2E034 (11/05) 02082008 No Chg-P DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 71-0439888 Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent CT CORPORATION SYSTEM DO NOT WRITE 1200 S. PINE ISLAND RD. PLANTATION, FL 33324 IN THIS SPACE 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE 9. Election Campaign Financing \$5.00 May Be FILE NOW!!! FEE IS \$150.00 \Box Trust Fund Contribution. Added to Fees After May 1, 2008 Fee will be \$550.00 OFFICERS AND DIRECTORS 10. TITLE HAYES, MICHAEL J NAME 4300 NEW GETWELL ROAD STREET ADDRESS MEMPHIS, TN 38118 CITY+ST-ZIP TITLE VAIL, CHARLES S NAME STREET ADDRESS 4300 NEW GETWELL ROAD MEMPHIS, TN 38118 CITY-ST-ZIP TITLE EFIRD, BRUCE NAME 4300 NEW GETWELL ROAD STREET ADDRESS DO NOT WRITE-CITY-ST-ZIP MEMPHIS, TN 38118 IN THIS SPACE TITLE NAME SHORE, JERRY STREET ADDRESS 4300 NEW GETWELL ROAD MEMPHIS, TN 38118 CITY-ST-ZIP TITLE NAME

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under eath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attackneyt with an address, with all other/like empowered.

STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-7IP

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

FILED