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TALLAHASSEE, FLORIDA

Handwritten signature

David H. Galloway, P.A.

Attorney at Law

506 North Alexander Street

Post Office Box 848

Plant City, Florida 33564-0848

Phone: (813) 754-3438

Fax: (813) 754-7759

August 30, 2006

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Fred's Market Winter Haven, L.L.C.

Gentlemen:

Please find enclosed an **original** and one copy of the Articles of Incorporation of Fred's Market Winter Haven, L.L.C. which we would appreciate your filing in your records.

Also enclosed is my check for \$155.00 to cover the following costs:

Filing fee	\$ 100.00
Registered Agent Designation	\$ 25.00
Certified copy	\$ <u>30.00</u>
Total	\$ 155.00

Please return a certified copy of the Articles to the undersigned.

Very truly yours,

DAVID H. GALLOWAY, P.A.

By: 
David H. Galloway

DHG:lm
Enclosures

FILED
06 SEP -1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

FRED'S MARKET WINTER HAVEN, L.L.C.

The undersigned, for purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - - NAME

The name of the limited liability company shall be FRED'S MARKET WINTER HAVEN, L.L.C. ("Company").

ARTICLE II - - ADDRESS

The mailing address and street address of the principal office of the company is 2124 Hardin Boulevard, Lakeland, Florida 33803.

ARTICLE III - - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is David H. Galloway, 506 North Alexander Street, Plant City, Florida 33563.

ARTICLE V - - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company in cash or property as agreed between the members.

ARTICLE VI - - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII - - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all (100%) percent of the members of the company other than the member proposing to dispose of her or her interest approve of the proposed transfer by written consent.

ARTICLE IX - - MANAGEMENT

The company shall be managed by FRED'S MARKET RESTAURANTS, INC., the managing general partner, in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

FRED JOHNSON – Managing General Partner
2124 Hardin Boulevard
Lakeland, Florida 33803

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Plant City, Hillsborough County, Florida on the 24th day of August, 2006.

David H. Galloway
DAVID H. GALLOWAY
Organizer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of August, 2006, by DAVID H. GALLOWAY, who is personally known to me and who did take an oath.

Sign Lynn M. Labrenz-Darrow
Print Lynn M. Labrenz-Darrow
NOTARY PUBLIC
Commission Number: 81-2010
My Commission Expires:

