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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David H. Galloway, P.A.

Attorney at Law

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June 13, 2007

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Fred's Market Winter Haven, L.L.C. n/k/a Fred's Market Bartow, L.L.C.

Gentlemen:

Enclosed herewith is the original and one copy of Certificate of Articles of Amendment of Fred's Market Winter Haven, L.L.C. which serves to change the name of the limited liability company to Fred's Market Bartow, L.L.C. Please file this Certificate in your records, and send me one certified copy of the Certificate of Amendment.

My check in the amount of \$55.00 is enclosed to cover the following fees:

\$ 25.00	Filing fee
<u>\$ 30.00</u>	One certified copy
\$ 55.00	Total

Thank you for your prompt attention in filing this document and returning a certified copy of same to me.

Very truly yours,



David H. Galloway

DHG:Imi
Enclosure

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ARTICLES OF AMENDMENT
OF
FRED'S MARKET WINTER HAVEN, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRED'S MARKET WINTER HAVEN, LLC., a Florida Limited Liability Company, further identified by the assigned document number L06000087460, does hereby certify that on the 9th day of June, 2007, the organizer of the Company did amend the Articles of Organization of Fred's Market Winter Haven, LLC., as follows:

RESOLVED, that the undersigned organizer of the above identified Company, together with the managing general partner of such Company, does hereby amend the Articles of Organization as filed in the Office of the Secretary of State on September 1, 2006 by replacing Article 1 of such Articles with the following:

ARTICLE I - - NAME

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

BE IT FURTHER RESOLVED, that the Articles of Organization shall be filed in the Office of the Department of State as anticipated by Florida Statutes, Chapter 608.406 and 608.411.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Plant City, Hillsborough County, Florida on the 12th day of June, 2007.

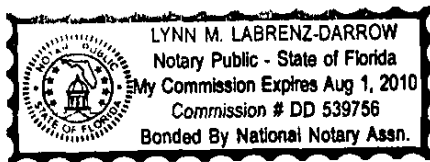


DAVID H. GALLOWAY
Organizer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of June, 2007, 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: _____
My Commission Expires: _____



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