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(City/State/Zip/Phone #)

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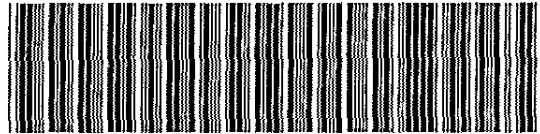
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 251301 - 4329479

AUTHORIZATION

COST LIMIT : \$ 130.00

FILED
07 OCT - 1 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 28, 2007

ORDER TIME : 8:59 AM

ORDER NO. : 251301-005

CUSTOMER NO: 4329479

DOMESTIC FILING

NAME: FRED'S SOUTHERN KITCHEN BARTOW
LLC

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
FRED'S SOUTHERN KITCHEN BARTOW, LLC**

FILED
07 OCT -1 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of this Limited Liability Company is FRED'S SOUTHERN KITCHEN BARTOW, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The street address of the principal office of the Company is 2124 Harden Boulevard, Lakeland, Florida 33803 and the mailing address of the Company is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

DATED as of the 28th day of September, 2007.



Kenneth C. Wright, authorized person

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, FRED'S SOUTHERN KITCHEN BARTOW, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is FRED'S SOUTHERN KITCHEN BARTOW, LLC.

2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Orange County, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its authorized officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: September 28, 2007.

A.G.C. Co.

By: 

Kenneth C. Wright, Vice President