

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:

FRED'S SOUTHERN KITCHEN WINTER HAVEN, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

2124 HARDEN BOULEVARD
LAKELAND, FL. US 33803

The mailing address of the Limited Liability Company is:

200 SOUTH ORANGE AVENUE
SUITE 2300
ORLANDO, FL. US 32801

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

CAPITOL CORPORATE SERVICES, INC.
155 OFFICE PLAZA DRIVE
SUITE A
TALLAHASSEE, FL. 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: GAYLE WINDLE, ASSISTANT SECRETARY

Signature of member or an authorized representative of a member

Signature: TICO PEREZ, AUTHORIZED REPRESENTATIVE