

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

L10000017481
FILED 8:00 AM
February 16, 2010
Sec. Of State
gharvey

Article I

The name of the Limited Liability Company is:
FRED'S SUNDOWN PROPERTY, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
2124 HARDEN BLVD.
LAKELAND, FL. US 33803

The mailing address of the Limited Liability Company is:
2124 HARDEN BLVD.
LAKELAND, FL. US 33803

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:
FRED'S MANAGEMENT COMPANY, LLC
2124 HARDEN BLVD.
LAKELAND, FL. 33803

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: KATHY C. HARRIS

Article V

The name and address of managing members/managers are:

Title: MGR
FRED'S RESTAURANT HOLDING COMPANY
2124 HARDEN BLVD.
LAKELAND, FL. 33803 US

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Article VI

The effective date for this Limited Liability Company shall be:

02/15/2010

Signature of member or an authorized representative of a member

Signature: KATHY C. HARRIS