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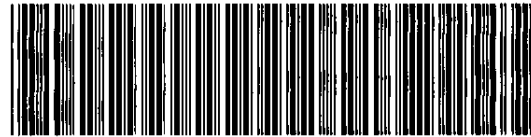
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers AUG 11 2010

**ARTICLES OF INCORPORATION
OF
BIG FRED'S, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. CORPORATE NAME.

The name and principal address of this corporation is:

BIG FRED'S, INC.
2169 N. Hercules Avenue
Clearwater, FL 33763

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

Number: The aggregate number of shares that the corporation shall have the authority to issue is 70,000 shares of capital stock with a par value of \$.10 per share.

Capital: The amount of capital with which this corporation will begin business shall not be less than \$500.00.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No Classes of Stock: The shares of the corporation are not to be divided into classes.

No Share in Series: The corporation is not authorized to issue shares in series.

ARTICLE IV. TERM OF EXISTENCE.

The period of duration of the corporation is perpetual

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ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Christina Makridis
2169 N. Hercules Avenue
Clearwater, FL 33763

ARTICLE VI. INITIAL DIRECTOR.

The initial Board of Directors shall consist of one(1) member who need not be a resident of the State of Florida or shareholder in the corporation.

ARTICLE VII. BOARD OF DIRECTORS.

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until their successor shall have been elected and are qualified as follows:

Christina Makridis
2169 N. Hercules Avenue
Clearwater, FL 33763

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Christina Makridis
2169 N. Hercules Avenue
Clearwater, FL 33763

ARTICLE IX. AMENDMENT.

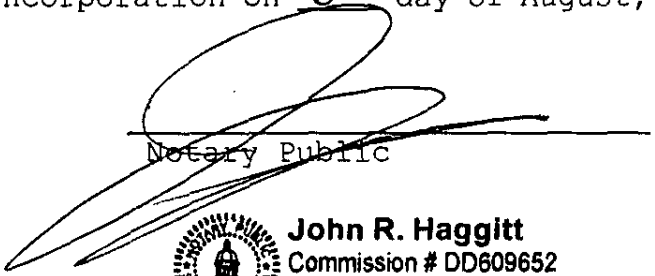
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has made and subscribed the foregoing Articles of Incorporation at Clearwater, Florida on 6th day of August, 2010.


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared CHRISTINA MAKRIDIS to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on 6th day of August, 2010.

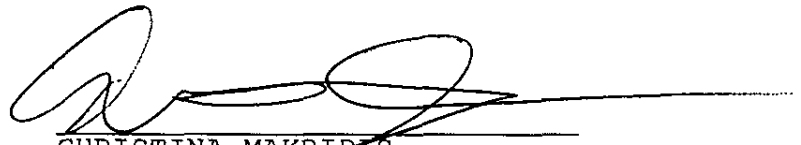

Notary Public



John R. Haggitt
Commission # DD609652
Expires December 18, 2010
Bonded Tray Fain - Insurance, Inc. 800-385-7019

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BIG FRED'S, INC. at the place designated in the Articles of Incorporation, namely 2169 N. Hercules Avenue, Clearwater, FL 33763. CHRISTINA MAKRIDIS agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


CHRISTINA MAKRIDIS
Registered Agent

Date: 8/6/10

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