



**CERTIFICATE OF INCORPORATION
OF**

FRED'S, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 25, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION RECEIVED
SEC. OF STATE
OF
FRED'S, INC.

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I.

The name of the corporation is FRED'S, INC.

II.

The period of its duration is perpetual.

III.

Its purpose is the operation of a restaurant, bar and grill, and all other purposes not prohibited by law.

IV.

It shall have the authority to issue 1,000,000 shares, all of one class, \$ 1.00 par value.

V.

The address of the original registered office is 113 McKinley Avenue, Kellogg, Idaho 83837. The name of its initial registered agent at such address is: PAUL E. ROBINSON.

VI.

The number of directors constituting its initial board of directors is two (2), whose names and addresses are:

PAUL E. ROBINSON
P.O. Box 891
Osburn, ID 83849

GEORGE E. WHITE
P.O. Box 404
Kellogg, ID 83837.

VII.

The name and address of each incorporator is:

PAUL E. ROBINSON
P.O. Box 891
Osburn, ID 83849

GEORGE E. WHITE
P.O. Box 404
Kellogg, ID 83837.

1. ARTICLES OF INCORPORATION

DATED this 23rd day of September, 1991.

PAUL E. ROBINSON

George E. White

STATE OF IDAHO)
: ss.
County of Shoshone)

I, the undersigned Notary Public for the State of Idaho, do hereby certify that on this 23rd day of September, 1991 personally appeared before me PAUL E. ROBINSON and GEORGE E. WHITE, who, being by me first duly sworn, declared that they are the Incorporators of FRED'S INC., an Idaho corporation; that they signed the foregoing Articles of Incorporation of FRED'S INC.; that they have read the same, knows the contents thereof, and that the statements contained therein are true.

Laura E. Cheffin
Notary Public, State of Idaho
Residing at Kingston
My Commission Expires: 03/07/92

2. ARTICLES OF INCORPORATION