

10/28/2015  
0914564

Commonwealth of Kentucky  
Alison Lundergan Grimes, Secretary of State

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Alison Lundergan Grimes  
KY Secretary of State  
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Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

Statement of Change of  
Registered Office, Registered  
Agent, or Both

RAC

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the registered office, registered agent, or both on behalf of

**FIVE BELOW, INC.**

which is organized in the state of Pennsylvania, and for that purpose submits the following statements:

**1. Name of current registered agent**

CSC-LAWYERS INCORPORATING SERVICE  
COMPANY

**2. Registered agent is hereby changed to:**

Corporation Service Company

**3. Address of current registered office**

421 W. MAIN  
FRANKFORT, KY 40601

**4. Registered office is hereby changed to:**

421 WEST MAIN STREET  
FRANKFORT, KY 40601

**5. Signature of officer or chairman of the board**

Jackie Smetana, VP  
Signature and Title

Type or print name and title

10/28/2015 8:21 AM  
Date

**6. Consent of new agent**

I consent to serve as the new registered agent on behalf of this corporation.

Jackie Smetana, VP  
Signature and Title

Type or print name and title