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ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
CHARTER
OF
DOLLAR GENERAL CORPORATION

Pursuant to Section 48-20-106 of the Tennessee Business Corporation Act

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(Control No. 351611)

Pursuant to Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the Corporation is Dollar General Corporation.

2. The amendment adopted is:

The Amended and Restated Charter of the Corporation is hereby amended by changing Section (a) of Article 7 so that, as amended, said Section of said Article shall be and read as follows:

"(a) 1,000,000,000 shares of common stock, $0.875 par value per share, which shall be entitled to one vote per share and, upon dissolution of the corporation, shall be entitled to receive the net assets of the corporation."

3. The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows:

One share of the $0.875 par value Common Stock will be exchanged for each 1.75 shares of $0.50 par value Common Stock presently issued and outstanding. No fractional shares shall be issued. A holder of record of the $0.50 par value Common Stock on the Effective Date who would otherwise be entitled to a fraction of a share shall have the number of shares of $0.875 par value Common Stock to which they are entitled rounded up to the nearest whole number of shares. Shareholders will not receive cash in lieu of fractional shares.

4. The foregoing amendment was duly adopted by the shareholders of the Corporation on October 7, 2009.

5. The foregoing amendment shall be effective as of 11:59 p.m., Central Time, on the date of filing with the Secretary of State of the State of Tennessee.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be duly executed in its corporate name as of the 8th day of October 2009.

DOLLAR GENERAL CORPORATION

S Lanigan

Name: Susan S. Lanigan
Title: Executive Vice President & General Counsel