

Document Number Only **F96000003162**

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

000001871510
-06/21/96--01069--037
*****35.00 *****35.00

000001871510
-06/21/96--01069--034
*****8.75 *****8.75

000001871510
-06/21/96--01069--036
*****35.00 *****35.00

Aaron Brothers Holdings, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUN 21 PM 2:15

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
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- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

6/21

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Aaron Brothers Holdings, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-3498646
(FEI number, if applicable)
4. March 31, 1988
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 1270 South Goodrich Boulevard, Commerce, California 90022
(Current mailing address)
8. retail and manufacturing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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DIVISION OF CORPORATIONS
96 JUN 21 PM 2:15

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

M. T. Fitzpatrick
(Registered agent's signature) (Officer)

M.T. Fitzpatrick, Asst. Secretary

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Matthew Pannek*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Matthew Pannek, Vice President
(Typed or printed name and capacity of person signing application)

**LIST OF OFFICERS AND DIRECTORS FOR
AARON BROTHERS HOLDINGS, INC.**

Name	Title	Address
Bruce Dale	President and Director	1270 South Goodrich Boulevard Commerce, California 90022
Matthew Pannack	Vice President - Finance and Director	1270 South Goodrich Boulevard Commerce, California 90022
Norman Hullinger	Vice President - Operations and Director	1270 South Goodrich Boulevard Commerce, California 90022
Janine Friedman	Vice President - Advertising & Marketing and Director	1270 South Goodrich Boulevard Commerce, California 90022
Mark Beasley	Secretary and Director	1270 South Goodrich Boulevard Commerce, California 90022
Don Morris	Director	1270 South Goodrich Boulevard Commerce, California 90022
Kris Magnuson	Director	1270 South Goodrich Boulevard Commerce, California 90022

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AARON BROTHERS HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 21 PM 2:15



Edward J. Freel

Edward J. Freel, Secretary of State

2156476 8300

960179708

AUTHENTICATION:

7993880

DATE:

06-19-96

F96000003162

JONES, DAY, REAVIS & POGUE

ATLANTA	LOS ANGELES
BRUSSELS	NEW DELHI
CHICAGO	NEW YORK
CLEVELAND	PARIS
COLUMBUS	PITTSBURGH
FRANKFURT	RIVADH
GENEVA	TAIPEI
HONG KONG	TOKYO
IRVINE	WASHINGTON
LONDON	

2300 TRAMMELL CROW CENTER
 2001 HOBBS AVENUE
 DALLAS, TEXAS 75201

MAILING ADDRESS:
 P.O. BOX 060023
 DALLAS, TEXAS 75206
 TELEPHONE: 214-290-3030
 TELEX: 730882
 CABLE: ATTORNEYS DALLAS
 FACSIMILE: 214-290-6100
 DIRECT DIAL NUMBER:

5668:tjt
 961228-060004

(214) 969-3619

October 9, 1996

VIA FEDERAL EXPRESS

Ms. Velma Shepard
 Office of the Secretary of State of Florida
 Amendments Department
 409 East Gaines Street
 Tallahassee, Florida 32399

FILED
 96OCT 10 AM 9:21
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Re: Withdrawal and Amended Certificate of Authority Filings

Dear Ms. Shepard:

Enclosed for filing upon receipt, in the order in which they appear below, are the following:

900001974489--6
 -10/15/96--01149--019
 *****35.00 *****35.00

1. Application for the Withdrawal by reason of merger of Aaron Brothers, Inc., a Delaware Corporation qualified to do business in Florida, and the \$35.00 filing fee.
2. Application for an Amended Certificate of Authority reflecting the name change of Aaron Brothers Holdings, Inc., a Delaware Corporation qualified to do business in Florida, to Aaron Brothers, Inc., including a Certificate Re Name Change from the State of Delaware supporting the application, and the \$35.00 filing fee.

The order in which these two filings are made is critical. The Withdrawal must be filed first and the application for an Amended Certificate of Authority immediately after in order to ensure that the name Aaron Brothers, Inc. is released and then immediately made available and taken by Aaron Brothers

N/c

JONES, DAY, REAVIS & POGUE

Ms. Velma Shepard
October 9, 1996
Page 2

Holdings, Inc., thereby eliminating the possibility of the name being taken by a third party.

Please contact me at (214)969-3619 if you have any difficulties or questions regarding these two filings. Lastly, please utilize the enclosed self addressed Federal Express envelope to return evidence of these filings.

Very truly yours,



Todd J. Thorson
Project Assistant

Enclosures

cc: Lisa K. Durham, Esq.
Rebecca Roland

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
96 OCT 10 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. AARON BROTHERS HOLDINGS, INC.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: June 21, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 15, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

AARON BROTHERS, INC.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

Mark V. Beasley
Signature
Name and Title

10-2-96
Date

Mark V. Beasley Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AARON BROTHERS HOLDINGS, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "AARON BROTHERS, INC.", THE SEVENTEENTH DAY OF JULY, A.D. 1996, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2156476 8320

960291157

AUTHENTICATION:

DATE:

8136049

10-07-96