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Jun 05 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F96000003162 (2)
 1. Corporation Name
AARON BROTHERS, INC.



Principal Place of Business: **1270 S GOODRICH BLVD COMMERCE CA 90022**
 Mailing Address: **1270 S GOODRICH BLVD COMMERCE CA 90022-5107**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		06/21/1996	N/A
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22		27		13-3498646	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23		28		<input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip	Country	Zip	Country	8. This corporation has liability for invariable tax under s. 199.032, Florida Statutes	
24	25	29	30	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent			

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating.) DATE _____

12. SEE ATTACHED LIST OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DALE, BRUCE	1.2 NAME	
STREET ADDRESS	1270 S GOODRICH BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	COMMERCE CA 90022	1.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PANNEK, MATTHEW	2.2 NAME	
STREET ADDRESS	1270 S GOODRICH BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	COMMERCE CA 90022	2.4 CITY-ST-ZIP	
TITLE	DV <input checked="" type="checkbox"/> DELETE	3.1 TITLE	Director / Executive V.P. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HULLINGER, NORMAN	3.2 NAME	Douglas B. Sullivan
STREET ADDRESS	1270 S GOODRICH BLVD	3.3 STREET ADDRESS	8000 Bert Branch Drive
CITY-ST-ZIP	COMMERCE CA 90022	3.4 CITY-ST-ZIP	Irving TX 75063
TITLE	DV <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRIEDMAN, JANINE	4.2 NAME	
STREET ADDRESS	1270 S GOODRICH BLVD	4.3 STREET ADDRESS	
CITY-ST-ZIP	COMMERCE CA 90022	4.4 CITY-ST-ZIP	
TITLE	DS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEASLEY, MARK	5.2 NAME	
STREET ADDRESS	1270 S GOODRICH BLVD	5.3 STREET ADDRESS	
CITY-ST-ZIP	COMMERCE CA 90022	5.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	Director / Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MORRIS, DON	6.2 NAME	David Keepes
STREET ADDRESS	1270 S GOODRICH BLVD	6.3 STREET ADDRESS	8000 Bert Branch Dr.
CITY-ST-ZIP	COMMERCE CA 90022	6.4 CITY-ST-ZIP	Irving TX 75063

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (9/96)

AARON BROTHERS, INC.
FEIN # 13-3498646
LIST OF OFFICERS & DIRECTORS

OFFICERS & DIRECTORS

POSITION HELD

Jack E. Bush
8000 Bent Branch Dr.
Irving, TX 75063

Director
Chairman
Chief Concept Officer

Bruce Dale
8000 Bent Branch Dr.
Irving, TX 75063

Director
President

Douglas B.Sullivan
8000 Bent Branch Dr.
Irving, TX 75063

Director
Executive Vice President

Janine Friedman
8000 Bent Branch Dr.
Irving, TX 75063

Director
Vice President
General Merchandise Manager

Brent Wanstreet
8000 Bent Branch Dr.
Irving, TX 75063

Director
Vice President/ Store Operations

David Keepes
8000 Bent Branch Dr.
Irving, TX 75063

Director
Vice President

Kristen L. Magnuson
8000 Bent Branch Dr.
Irving, TX 75063

Director
Vice President

Matt Pannek
8000 Bent Branch Dr.
Irving, TX 75063

Director
Vice President / Chief Financial Officer

Mark V. Beasley
8000 Bent Branch Dr.
Irving, TX 75063

Director
Secretary

Janet Morehouse
8000 Bent Branch Dr.
Irving, TX 75063

Director
Assistant Secretary