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THOMAS L. DAVID, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 3:22

December 17, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-12/21/98--01046--020
****157.50 ****78.75

RE: AARON PROPERTIES, INC.
RACHEL PROPERTIES, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy for each of the above Articles of Incorporation together with our check in the amount of \$157.50 representing the filing fees for same. Also, enclosed is a self-addressed, stamped envelope for your convenience in returning the certified copies of the Articles of Incorporation. The above referenced name has been cleared through name availability.

Thank you for your prompt attention to the above and if there is any further information you require, please do not hesitate to contact the undersigned.

Sincerely,

THOMAS L. DAVID, P. A.



Thomas L. David

TLD:jmg

Enclosures

D. BROWN DEC 23 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 3:22

ARTICLES OF INCORPORATION
OF
AARON PROPERTIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Aaron Properties, Inc. and the principal place of business of the corporation shall be 3155 West Okeechobee Road, Hialeah, Florida 33012.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock with no par value.

ARTICLE IV. ADDRESS

The street address of the initial principal office of the corporation shall 3155 West Okeechobee Road, Hialeah, Florida 33012 and the name and address of the initial registered agent of the corporation is Thomas L. David, 1428 Brickell Avenue, 8th Floor, Miami, Florida 33131.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially whose name and address is: Mr. Jacob Alamy, 3155 West Okeechobee Road, Hialeah, Florida 33012.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Thomas L. David

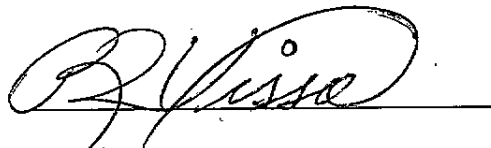
1428 Brickell Avenue
8th Floor
Miami, Florida 33131

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal on this 17th day of December, 1998.

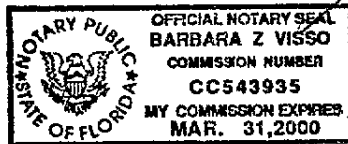

THOMAS L. DAVID

STATE OF FLORIDA
COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 17th day of December, 1998 by Thomas L. David who is personally known to me.



My Commission Expires:



**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


THOMAS L. DAVID

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SECRETARY OF STATE
DIVISION OF CORPORATIONS