

Document Number Only **F960000003162**

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

- ☒ 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  
☒ CUS G/S  
☐ After 4:30  
☒ Pick Up

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| 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)

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DIVISION OF CORPORATIONS  
96 JUN 21 PM 2:15

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)

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.   
(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.**

| <b>Name</b>      | <b>Title</b>   | <b>Address</b>  |
|------------------|--|---|
| Bruce Dale       | President and Director                                   | 1270 South Goodrich Boulevard<br>Commerce, California 90022 |
| Matthew Pannick  | Vice President - Finance<br>and Director                 | 1270 South Goodrich Boulevard<br>Commerce, California 90022 |
| Norman Hullinger | Vice President - Operations<br>and Director              | 1270 South Goodrich Boulevard<br>Commerce, California 90022 |
| Janine Friedman  | Vice President - Advertising<br>& Marketing and Director | 1270 South Goodrich Boulevard<br>Commerce, California 90022 |
| Mark Bensley     | Secretary and Director                                   | 1270 South Goodrich Boulevard<br>Commerce, California 90022 |
| Don Morris       | Director   | 1270 South Goodrich Boulevard<br>Commerce, California 90022 |
| Kris Magnuson    | Director   | 1270 South Goodrich Boulevard<br>Commerce, California 90022 |

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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, Secretary of State

2156476 8300

960179708

AUTHENTICATION:

7993880

DATE:

06-19-96

# F96000003162

JONES, DAY, REAVIS & POGUE

ATLANTA  
BRUSSELS  
CHICAGO  
CLEVELAND  
COLUMBUS  
FRANKFURT  
GENEVA  
HONG KONG  
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RIYADH  
TAIPEI  
TOKYO  
WASHINGTON

2300 TRAMMELL CROW CENTER  
2001 HOBB AVENUE  
DALLAS, TEXAS 75201

MAILING ADDRESS:  
P.O. BOX 660623  
DALLAS, TEXAS 75266  
TELEPHONE: 214-230-3030  
TELEX: 730802  
CABLE: ATTORNEYS DALLAS  
FACSIMILE: 214-269-6100  
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

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

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

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**  
98 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

Mark V. Beasley Secretary

10-2-96

Date

*Office of the Secretary of State*

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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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2156476 8320

960291157

AUTHENTICATION:

DATE:

8136049

10-07-96