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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
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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
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/21/1996	3a. Date of Last Report N/A
21 Suite, Apt. #, etc.	26 8000 Bert Branch Dr.			4. FEI Number 13-3498646	Applied For Not Applicable
22 City & State	27			5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Irving, TX			6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 75063			8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	FL 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. <del>SEE ATTACHED LIST</del> 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