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May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000003162

1. Corporation Name

AARON BROTHERS, INC.

Principal Place of Business 1270 S GOODRICH BLVD COMMERCE CA 90022	Mailing Address 8000 BENT BRANCH DR. IRVING, TX 75063
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/21/1996	
21		26		4. FEI Number 13-3498646	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 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 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

Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. <i>see attached</i> OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP DALE, BRUCE <input type="checkbox"/> DELETE 1270 S GOODRICH BLVD COMMERCE CA 90022	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 8000 Bent Branch Drive Irving TX 75063
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV PANNEK, MATTHEW <input checked="" type="checkbox"/> DELETE 1270 S GOODRICH BLVD COMMERCE CA 90022	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition VICE PRESIDENT LAROCHE, DAVID J. 8000 BENT BRANCH DRIVE IRVING TX 75063
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV SULLIVAN, DOUGLAS B. <input type="checkbox"/> DELETE 8000 BENT BRANCH DRIVE IRVING TX 75063	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Vice President
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DV FRIEDMAN, JANINE <input type="checkbox"/> DELETE 1270 S GOODRICH BLVD COMMERCE CA 90022	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Vice President 8000 Bent Branch Drive Irving TX 75063
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DS BEASLEY, MARK <input type="checkbox"/> DELETE 1270 S GOODRICH BLVD COMMERCE CA 90022	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 8000 BENT BRANCH DRIVE IRVING TX 75063
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DVP KEEPES, DAVID <input type="checkbox"/> DELETE 8000 BENT BRANCH DRIVE IRVING TX 75063	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Treasurer 900002528929 -05/19/98--01046--026 ***150.00

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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.

SIGNATURE:

David J. Laroche David J. Laroche 04/ /98 972 (409) 1489
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

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

OFFICERS & DIRECTORS

POSITION HELD

R. Michael Rouleau
8000 Bent Branch Dr.
Irving, TX 75063

Director

Bryan M. DeCordova
8000 Bent Branch Dr.
Irving, TX 75063

Director and
Executive Vice President

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

Director, Vice President and
Secretary

Bruce Dale
8000 Bent Branch Dr.
Irving, TX 75063

President

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

Executive Vice President

David J. Laroche
8000 Bent Branch Dr.
Irving, TX 75063

Vice President, CFO and
Assistant Secretary

Janine Friedman
8000 Bent Branch Dr.
Irving, TX 75063

Vice President

Brent Wanstreet
8000 Bent Branch Dr.
Irving, TX 75063

Vice President

Christopher J. Holland
8000 Bent Branch Dr.
Irving, TX 75063

Vice President

David Keepes
8000 Bent Branch Dr.
Irving, TX 75063

Treasurer

Janet Morehouse
8000 Bent Branch Dr.
Irving, TX 75063

Assistant Secretary