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L. SELLERS

OCT 30 2008

To:
Division of Corporations
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EXAMINER

From:
Account Name : DRIVER, MCAFEE, GRIGGS & PEEK, P.L.
Account Number : I20020000137
Phone : (904) 301-1269
Fax Number : (904) 301-1279

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AARON'S JAX-ORLANDO, L.L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
AARON'S JAX-ORLANDO, L.L.C.**

Pursuant to Section 608.411, Florida Statutes, the Articles of Organization of Aaron's Jax-Orlando, L.L.C., originally filed on April 26, 2005, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the limited liability company is Aaron's Jax-Orlando, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Company are:

4141 Southpoint Drive East, Suite B
Jacksonville, Florida 32216

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Company will exist perpetually. These Amended and Restated Articles of Organization shall be effective on September 23, 2008, unless the filing of these Amended and Restated Articles of Organization occurs more than five (5) business days thereafter, in which event the effective date shall be the date of filing of these Amended and Restated Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by:
Driver, McAfee, Griggs & Peek, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
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ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates 4141 Southpoint Drive East, Suite B, Jacksonville, Florida 32216 as the street address of the Company's registered office, and (ii) names Gary D. Silverfield as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - MANAGER

The following entity shall serve as manager of the Company until its successor is duly elected or appointed and qualified pursuant to the applicable terms and provisions of the Company's Operating Agreement, as amended, or until the earlier of such manager's death, dissolution, resignation or removal:

Old Moultrie, L.L.C.
4141 Southpoint Drive East, Suite B
Jacksonville, Florida 32216

ARTICLE IX - OFFICERS

The following individuals shall serve as officers of the Company in the positions listed below until their respective successors are duly elected or appointed and qualified pursuant to the applicable terms and provisions of the Company's Operating Agreement, as amended, or until the earlier of such officers' respective deaths, resignations or removals:

Gary D. Silverfield	President and Assistant Secretary
Helen Breeding	Vice President and Secretary
Leod C. Silverfield	Vice President, Assistant Secretary and Treasurer
James Cranford	Vice President and Assistant Secretary
Brian Kahn	Vice President and Assistant Secretary
David Kahn	Vice President and Assistant Secretary

ARTICLE X - INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as a manager or officer within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an

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employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

IN WITNESS WHEREOF, the undersigned member of the Company has herunto set its hand and seal this 23rd day of September, 2008.

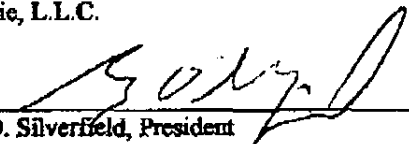
Old Moultrie, L.L.C.

By: 
Gary D. Silverfield, President

ADOPTION OF AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The undersigned member hereby confirms that the foregoing Amended and Restated Articles of Organization were unanimously adopted and approved by the Company's members pursuant to Section 608.4231(4), Florida Statutes, on September 22, 2008. The number of votes cast by the members for the amendments contained in the foregoing Amended and Restated Articles of Organization were sufficient for approval of the same.

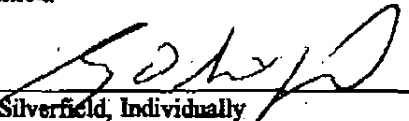
Old Moultrie, L.L.C.

By: 
Gary D. Silverfield, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: September 23, 2008


Gary D. Silverfield, Individually