

JW
WENRICK & ASSOCIATES, C.P.A.
P990000000006

December 28, 1998

Department of State
Division of Corporations
P.O. Box 6307
Tallahassee, Florida 32314

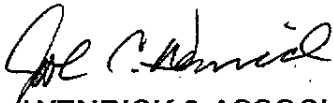
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*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION
AARO Retail Systems, Inc.

Dear Sirs:

Enclosed are the ARTICLES OF INCORPORATION for AARO Retail Systems, Inc. Also enclosed is a check for \$70.00 for the Filing Fee and Designation of Registered Agent. Please return all completed documents to the address listed on the letterhead.

Sincerely yours,



WENRICK & ASSOCIATES, C.P.A.

ENCLOSURES

EFFECTIVE DATE
12-28-98

FILED
98 DEC 30 AM 7:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

98 DEC 30 AM 7:39

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AARO RETAIL SYSTEMS, INC

The undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of this Corporation is AARO RETAIL SYSTEMS, INC. (hereinafter called the "Corporation")

ARTICLE 11 - EFFECTIVE DATE AND DURATION

The Corporation will have an effective date of December 28, 1998 and will exist for a perpetual period.

ARTICLE 111 - PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business or activity permitted under the laws of the State of Florida.

EFFECTIVE DATE
12-28-98

ARTICLE 1V - CAPITAL STOCK

The Corporation is authorized to issue one hundred shares (one hundred) shares of common stock, having a par value of one dollar per share (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial register office of the Corporation is 5020 Bridgeport Drive, Safety Harbor, Florida 34695 and the name of the initial registered agent of the corporation at that address is Joseph S. LaMonica, Jr., and the principal address and registered office address of the Corporation are the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is three (3) members. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but shall never be less than one (1).

The name and address of the person to serve as initial directors of the Corporation until the first annual meeting of shareholders, or until his successor(s) have been duly elected and qualified are:

**Joseph S. LaMonica, Jr.
5020 Bridgeport Drive
Safety Harbor, Fl. 34695**

**Joseph S. LaMonica, III
7522 Celina Street
Massillon, Ohio 44646**

**Thomas P. LaMonica
5020 Bridgeport Drive
Safety Harbor, Fl. 34695**

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation and the person signing these Articles of Incorporation is:

**Joseph S. LaMonica, Jr.
5020 Bridgeport Drive
Safety Harbor, Fl. 34695**

ARTICLE VIII - BYLAWS

The board of directors shall adopt the initial Bylaws, and from time to time may alter, amend or repeal the Bylaws or adopt new Bylaws adopted by the Board of Directors.

In WITNESS WHEREOF, I have set my hand this 18 day of December, 1998 on these Articles of Incorporation.


Joseph S. LaMonica, Jr., Incorporator

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AARO RETAIL SYSTEMS, INC.
2. The name and address of the registered agent and office is:

**Joseph S. LaMonica, Jr.
5020 Bridgeport Drive
Safety Harbor, Fl. 34695**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joseph S. LaMonica, Jr.
(Signature)

12-18-98
(Date)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 DEC 30 AM 7:39

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