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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P99000000006

1. Corporation Name
 AARO RETAIL SYSTEMS, INC.



Principal Place of Business: 5020 BRIDGEPORT DR. SAFETY HARBOR FL 34695
 Mailing Address: 5020 BRIDGEPORT DR. SAFETY HARBOR FL 34695

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 12/28/1998
 4. FEI Number: 59-3314923
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent: LAMONICA, JOSEPH S JR. 5020 BRIDGEPORT DR. SAFETY HARBOR FL 34695
 10. Name and Address of New Registered Agent: B1 Name, B2 Street Address, B3, B4 City, B5 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: _____ DATE: _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: D	NAME: LAMONICA, JOSEPH S JR. STREET ADDRESS: 5020 BRIDGEPORT DR. CITY-ST-ZIP: SAFETY HARBOR FL 34695	1.1 TITLE	
TITLE: D	NAME: LAMONICA, THOMAS P STREET ADDRESS: 5020 BRIDGEPORT DR. CITY-ST-ZIP: SAFETY HARBOR FL 34695	2.1 TITLE	
TITLE: D	NAME: LAMONICA, JOSEPH S III STREET ADDRESS: 7522 CELINA ST. CITY-ST-ZIP: MASSILLON OH 44648	3.1 TITLE	D LAMONICA JOSEPH S III
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	3.2 NAME	3337 MALORY CIR NW
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	3.3 STREET ADDRESS	CANTON OH 44708
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	3.4 CITY-ST-ZIP	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	4.1 TITLE	D
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	4.2 NAME	LAMONICA JOHN S.
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	4.3 STREET ADDRESS	2093 HACKBERRY ST
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	4.4 CITY-ST-ZIP	AKRON OH 44301
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	5.1 TITLE	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	5.2 NAME	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	5.3 STREET ADDRESS	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	5.4 CITY-ST-ZIP	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	6.1 TITLE	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	6.2 NAME	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	6.3 STREET ADDRESS	
TITLE: D	NAME: [Signature] STREET ADDRESS: [Signature]	6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE: [Signature] JOSEPH S LAMONICA JR Date: 3-17-99 Daytime Phone #: 727 726 8140

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