

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AARON BROTHERS, INC.**

File Number C 142288

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: January 24, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kim Hunter*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED/RECEIVED
JAN 24 2 44 PM '02

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is AARON BROTHERS, INC.
2. The name which it shall use in Idaho is AARON BROTHERS, INC.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 3-31-88
5. The address of its principal office is _____
8000 Bent Branch, Irving, TX 75063
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached</u>		

Dated: 1/21/02

AARON BROTHERS, INC.
(Corporation name)

By [Signature]

Its Vice President - Finance
(specify capacity of signer)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

Stamp/Mark/Copy/Ref/ST

Name	Office	Address
Mark V. Beasley	Director, Vice President and Secretary	8000 Bent Branch Drive Irving, Texas 75063
Bruce Dale	President	1270 S. Goodrich Blvd. City of Commerce, CA 90022
Bryan M. DeCordova	Director, Executive Vice President	8000 Bent Branch Drive Irving, Texas 75063
David Finch	Vice President - Marketing and Advertising	1270 S. Goodrich Blvd. City of Commerce, CA 90022
Kathryn Henkens	Vice President - General Merchandising Manager	1270 S. Goodrich Blvd. City of Commerce, CA 90022
Christopher J. Holland	Vice President - Finance	8000 Bent Branch Drive Irving, Texas 75063
Elizabeth Hoxworth	Vice President - Real Estate	1270 S. Goodrich Blvd. City of Commerce, CA 90022
David Keepes	Treasurer	8000 Bent Branch Drive Irving, Texas 75063
David Laroche	Vice President, Chief Financial Officer and Assistant Secretary	1221 South Beltline Road Suite 500 Coppell, Texas 75019
Janet Morehouse	Assistant Secretary	8000 Bent Branch Drive Irving, Texas 75063
R. Michael Rouleau	Director	8000 Bent Branch Drive Irving, Texas 75063
Douglas B. Sullivan	Executive Vice President	8000 Bent Branch Drive Irving, Texas 75063
Brent Wanstreet	Vice President - Store Operations	1270 S. Goodrich Blvd. City of Commerce, CA 90022

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Delaware

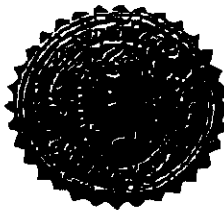
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AARON BROTHERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1576622

DATE: 01-24-02

TOTAL P.04