

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 11 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 # 835275 (9)

1. Corporation Name
STERLING JEWELERS INC.



Principal Place of Business 375 GHENT RD AKRON OH 44333	Mailing Address 375 GHENT RD AKRON OH 44333
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/28/1975	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 52-0964503	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DCP BURMAN, TERRY L	1.2 NAME	
STREET ADDRESS	375 GHENT RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VPF KLEIN, TERRENCE J	2.2 NAME	
STREET ADDRESS	375 GHENT RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VT MILLER, RICHARD	3.2 NAME	
STREET ADDRESS	375 GHENT RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SD FRANKOVICH, GEORGE	4.2 NAME	
STREET ADDRESS	375 GHENT RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D BOYD, WALKER	5.2 NAME	
STREET ADDRESS	ZENITH HOUSE	5.3 STREET ADDRESS	
CITY-ST-ZIP	LONDON NW	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 I am not, or on an attachment with an address.

SIGNATURE: *[Signature]* 1/7/98 (38) 668-5000

CR2E034 (10/97)

**STERLING JEWELERS INC.
SCHEDULE OF DIRECTORS AND OFFICERS**

DIRECTORS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
TERRY L. BURMAN	375 GHENT RD. AKRON, OH 44333
RICHARD W. MILLER	375 GHENT RD. AKRON, OH 44333
GEORGE S. FRANKOVICH	375 GHENT RD. AKRON, OH 44333
WALKER BOYD	ZENITH HOUSE, THE HYDE LONDON, ENGLAND NW9 6EW

OFFICERS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
TERRY L. BURMAN CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER AND PRESIDENT	375 GHENT RD. AKRON, OH 44333
RICHARD W. MILLER EXECUTIVE VICE PRESIDENT AND TREASURER	375 GHENT RD. AKRON, OH 44333
TERENCE J. KLEIN VICE PRESIDENT - FINANCE	375 GHENT RD. AKRON, OH 44333
GEORGE S. FRANKOVICH SECRETARY	375 GHENT RD. AKRON, OH 44333