

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Jul 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 836584 (3)
1. Corporation Name
HARRY WINSTON, INC.

Principal Place of Business
718 FIFTH AVENUE
NEW YORK NY 10019-4102

Mailing Address
718 FIFTH AVENUE
NEW YORK NY 10019-4102



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26	06/28/1976	04/01/1996
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number	Applied For
22	27	13-1479270	Not Applicable
City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	28	<input type="checkbox"/>	
Zip	Zip	6. Election Campaign Financing	\$5.00 May Be Added to Fees
24	29	Trust Fund Contribution	<input type="checkbox"/>
Country	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
25	30		

9. Name and Address of Current Registered Agent

PROSPERI, A. PAUL ESQ
250 S COUNTY RD.
PALM BEACH FL 33480

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 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 _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENVENUTO, ROBERT	1.2 NAME	
STREET ADDRESS	718 5TH AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINSTON, RICHARD	2.2 NAME	
STREET ADDRESS	718 5TH AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	P	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINSTON, RONALD	3.2 NAME	
STREET ADDRESS	718 5TH AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHUKAR, HARRY	4.2 NAME	
STREET ADDRESS	718 5TH AVE.	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	AS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINSTON, ROBERT	5.2 NAME	
STREET ADDRESS	718 5TH AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE		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 do 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.

SIGNATURE _____ 7/14/97

CR2E034 (4/97)