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Apr 23 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000005200 (0)

1. Corporation Name

JEWELWAY INTERNATIONAL, INC.



Principal Place of Business

Mailing Address

5151 E. BROADWAY BLVD., #500
TUCSON AZ 85711

5151 E. BROADWAY BLVD., #500
TUCSON AZ 85711-3707

2. Principal Place of Business

21 5210 E. Williams Circle

2a. Mailing Address

26 5210 E. Williams Circle

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 Suite 150

27 150

City & State

City & State

23 TUCSON, AZ

28 TUCSON, AZ

Zip

Country

Zip

Country

24 85711

25 USA

29 85711

30 USA

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

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

TITLE PD
NAME CARUTH, BRUCE
STREET ADDRESS 5151 E. BROADWAY BLVD, #500
CITY-ST-ZIP TUCSON AZ 85711

TITLE VD
NAME CHARETTE, ROBERT J JR
STREET ADDRESS 5151 E. BROADWAY BLVD, #500
CITY-ST-ZIP TUCSON AZ 85711

TITLE VD
NAME WALDEN, DONILYN A
STREET ADDRESS 5151 E. BROADWAY BLVD, #500
CITY-ST-ZIP TUCSON AZ 85711

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE PD
1.2 NAME CARUTH, BRUCE
1.3 STREET ADDRESS 5210 E. Williams Circle, Suite 150
1.4 CITY-ST-ZIP TUCSON, AZ 85711

2.1 TITLE VD
2.2 NAME CHARETTE, ROBERT J. JR
2.3 STREET ADDRESS 5210 E. Williams Circle, Suite 150
2.4 CITY-ST-ZIP TUCSON, AZ 85711

3.1 TITLE VD
3.2 NAME WALDEN, DONILYN A
3.3 STREET ADDRESS 5210 E. Williams Circle, Suite 150
3.4 CITY-ST-ZIP TUCSON, AZ 85711

4.1 TITLE VD
4.2 NAME CHARETTE, DAVID A.
4.3 STREET ADDRESS 5210 E. Williams Circle, Suite 150
4.4 CITY-ST-ZIP TUCSON, AZ 85711

5.1 TITLE VD
5.2 NAME Williams, PETER J.
5.3 STREET ADDRESS 1602 E. BIG ROCK ROAD
5.4 CITY-ST-ZIP TUCSON, AZ 85718

6.1 TITLE VD
6.2 NAME ANDERSON, ELLEN
6.3 STREET ADDRESS 5935 N. SABINO CANYON ROAD
6.4 CITY-ST-ZIP TUCSON, AZ 85715

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

**JEWELWAY INTERNATIONAL, INC.
OFFICERS AND DIRECTORS**

Bruce Caruth, President / Treasurer
5210 E. Williams Circle, Suite 150
Tucson, Arizona 85711
(520) 747-9900
Date of Birth: 02/19/49 Soc. #: 349-40-4681

Robert J. Charette, Executive Vice President
5210 E. Williams Circle, Suite 150
Tucson, Arizona 85711
(520) 747-9900
Date of Birth: 05/06/53 Soc. #: 073-46-7144

Donilyn A. Walden, Executive Vice President/Secretary
5210 E. Williams Circle, Suite 150
Tucson, Arizona 85711
(520) 747-9900
Date of Birth: 12/16/54 Soc. #: 526-04-4809

David A. Charette, Vice President/Chief Operating Officer
5210 E. Williams Circle, Suite 150
Tucson, Arizona 85711
(520) 747-9900
Date of Birth: 12/17/64 Soc. #: 084-56-9221

Peter J. Williams, Vice President/Chief Financial Officer
1602 East Big Rock Road
Tucson, Arizona 85718 - Pima County
(520) 747-9900
Date of Birth: 09-03-63 Soc. #: 233-94-7490

Ellen Anderson, Vice President/Chief Information Officer
5935 North Sabino Canyon Road
Tucson, Arizona 85715 - Pima County
(520) 747-9900
Date of Birth: 08/31/50 Soc. #: 010-36-7126

Terry Garcia
6261 North Cadena de Montanas
Tucson, Arizona 85718 - Pima County
(520) 529-3766
Date of Birth: 12/16/52 Soc. #: 332-48-7977