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May 16 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 # J16635

(1)

1. Corporation Name

THALHEIMER'S JEWELERS, INC.

Principal Place of Business

2095 E. TAMiami TRAIL
P.O. BOX 7255
NAPLES FL 33962-4636

Mailing Address

2095 E. TAMiami TRAIL
P.O. BOX 7255
NAPLES FL 34101-7255

3. Date Incorporated or Qualified
05/23/1986

3a. Date of Last Report
05/01/1996

2. Principal Place of Business

21 255 13TH AVE., So.

2a. Mailing Address

26 255 13TH AVE., So.

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 NAPLES, FL

27

City & State

City & State

23 34102

28

NAPLES, FL

Zip

Country

24 U.S.A.

29

34102

Country

30 U.S.A.

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WESTMAN, CARL E.
1300 3RD ST. S.
STE 303
NAPLES FL 33940

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83 850 PARK SHORE DR. 3RD FLOOR

84 City

NAPLES

FL

85 Zip Code

34103

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 PTD
NAME THALHEIMER, SELDA
STREET ADDRESS 2380 KINGFISH RD.
CITY-ST-ZIP NAPLES FL

1.1 TITLE PRES. T, D.
1.2 NAME THALHEIMER, SELDA
1.3 STREET ADDRESS 2380 KING FISH RD.
1.4 CITY-ST-ZIP NAPLES, FL 34

TITLE DV
NAME THALHEIMER, SANFORD
STREET ADDRESS 2095 E. TAMiami TRAIL
CITY-ST-ZIP NAPLES FL

2.1 TITLE
2.2 NAME THALHEIMER, SANFORD
2.3 STREET ADDRESS 255 13TH AVE., So.
2.4 CITY-ST-ZIP NAPLES, FL 34102

TITLE SD
NAME THALHEIMER, BRUCE
STREET ADDRESS 2095 E. TAMiami TRAIL
CITY-ST-ZIP NAPLES FL

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS 255 13TH AVE., So.
3.4 CITY-ST-ZIP NAPLES, FL 34102

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE 1/30/97 DAYTIME PHONE 941-261-8422

CR2E034 (9/96)