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FILED
May 05 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 # P05869 (3)

1. Corporation Name
MARKS BROS. JEWELERS, INC.



Principal Place of Business 155 NO WACKER DR CHICAGO IL 60606 US	Mailing Address 155 N. WACKER DR. CHICAGO IL 60608-1719 US
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3. Date Incorporated or Qualified 05/01/1985	3a. Date of Last Report 04/23/1996
4. FEI Number 36-1433610	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	PATINKIN, HUGH	
STREET ADDRESS	155 N. WACKER DR	
CITY - ST - ZIP	CHICAGO IL	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	DESJARDINS, JOHN	
STREET ADDRESS	155 N WACKER DR	
CITY - ST - ZIP	CHICAGO IL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	PATINKIN, MATTHEW	
STREET ADDRESS	155 N. WACKER DR	
CITY - ST - ZIP	CHICAGO IL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GUARNACCIA, JOHN	
STREET ADDRESS	155 N. WACKER DR	
CITY - ST - ZIP	CHICAGO IL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GILBERT, ROBERT	
STREET ADDRESS	155 N. WACKER DR.	
CITY - ST - ZIP	CHICAGO IL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: **ROBERT GILBERT** VICE PRESIDENT CONTROLLER 4/22/97 312-782-6800

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

3/22/97

Marks Bros. Jewelers, Inc.
FEIN: 36-1433610
CORPORATE OFFICERS

Name	Office	Address	City and State	ZIP
Hugh Patinkin	President / CEO	155 North Wacker Drive	Chicago, Illinois	60606
John Desjardins	Executive Vice President Secretary / Treasurer	155 North Wacker Drive	Chicago, Illinois	60606
Matthew Patinkin	Executive Vice President Assistant Secretary	155 North Wacker Drive	Chicago, Illinois	60606
Lynn Eisenheim	Executive Vice President	155 North Wacker Drive	Chicago, Illinois	60606
John Guarnaccia	Senior Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Vicky Lau	Senior Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Carmen Imbrogno	Senior Vice President	155 North Wacker Drive	Chicago, Illinois	60606
David Harcourt	Senior Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Robert Gilbert	Vice President/Controller	155 North Wacker Drive	Chicago, Illinois	60606
Dawn Kennedy	Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Rick Krause	Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Ron Lawson	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Jacquelynn O'Boyle	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Anita Fink	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Teresa Vasko	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Tom Hudzik	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606

3/15/97

Marks Bros Jewelers, Inc.

FEIN: 36-1433610

BOARD OF DIRECTORS

Name	Office	Address
Hugh M. Patinkin	Chairman of the Board	155 North Wacker Drive Chicago, IL 60606
Rodney Goldstein	Director	155 North Wacker Drive Chicago, IL 60606
John Desjardins	Director	155 North Wacker Drive Chicago, IL 60606
Matthew Patinkin	Director	155 North Wacker Drive Chicago, IL 60606
Daniel Levy	Director	155 North Wacker Drive Chicago, IL 60606
Norman Patinkin	Director	155 North Wacker Drive Chicago, IL 60606
Jack A. Smith	Director	155 North Wacker Drive Chicago, IL 60606