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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	SEC SEC
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SECTION I (1-3 must be completed)	AND LE
1. Marks Bros. Jewelers, Inc.	ms o
Name of corporation as it appears within	the records of the Department of State.
2. Incorporated under laws of: <u>pelaware</u>	A N
3. Date authorized to do business in Florida: M	lay 1, 1985
SECTION II (4-7 complete only the app	licable changes)
4. If the amendment changes the name of effected under the laws of its jurisdiction of inc	the corporation, when was the change orporation?
January 20, 1999	
5. Name of corporation after the amendment, corporated," or appropriate abbreviation, if no	adding suffix "corporation," "company," "in- t contained in new name of the corporation:
Whitehall Jewellers, Inc.	
6. If the amendment changes the period of dur	ration, indicate new period of duration.
No Change	
7. If the amendment changes the jurisdiction of	f incorporation, indicate new jurisdiction.
No. Change	
No Change	
1-	
D. Durker	February 9, 1999
Signature	Date
Name and Title	

(FLA.- 2251 = 3/19/93)

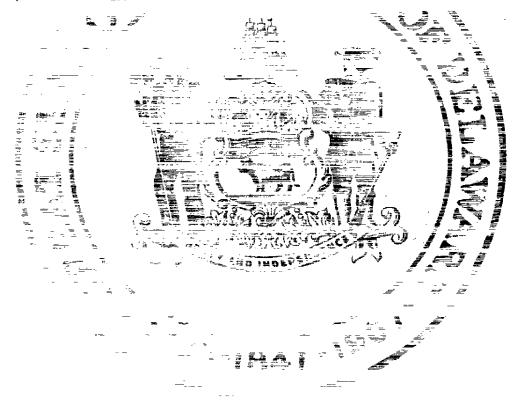
John R. Desjardins, Vice President

State of Delaware

Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MARKS BROS. JEWELERS, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "WHITEHALL JEWELLERS, INC.", THE TWENTIETH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

9601731

DATE:

03-01-99

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