


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

**FILED**  
**May 10, 1999 8:00 am**  
**Secretary of State**

05-10-1999 90191 018 \*\*\*150.00

0528520

PROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P05869**

1. Corporation Name  
**MARKS BROS. JEWELERS, INC.**

WHITEHALL JEWELLERS, INC.

Principal Place of Business 155 NO WACKER DR CHICAGO IL 60606 US	Mailing Address 155 N. WACKER DR. CHICAGO IL 60606-1719 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>05/01/1985</b>	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>36-1433610</b>	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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 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, with all other like empowered.

SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_ DAYTIME PHONE #: \_\_\_\_\_

ROBERT GILBERT  
 VICE PRESIDENT CONTROLLER 4/21/99

CR2E034 (1/198)

3/22/99

535200-40141-18  
PDS869

## WHITEHALL JEWELLERS, 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
Manny Brown	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
Jay Lepselter	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 Finance	155 North Wacker Drive	Chicago, Illinois	60606
Howard Adamski	Vice President Treasurer	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
Michael Notar	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Tim Murray	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Chip Cheney	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Ken Bodine	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Mike Tripp	Regional Vice President	155 North Wacker Drive	Chicago, Illinois	60606

2/23/99

535350-90191-18  
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WHITEHALL JEWELLERS, INC.

FEIN: 36-1433610

BOARD OF DIRECTORS

Name	Office	Address	City and State	Zip Code
Hugh M. Patinkin	Chairman of the Board	155 North Wacker Drive	Chicago, Illinois	60606
John Desjardins	Director	155 North Wacker Drive	Chicago, Illinois	60606
Matthew Patinkin	Director	155 North Wacker Drive	Chicago, Illinois	60606
Daniel Levy	Director	155 North Wacker Drive	Chicago, Illinois	60606
Norman Patinkin	Director	155 North Wacker Drive	Chicago, Illinois	60606
Jack A. Smith	Director	155 North Wacker Drive	Chicago, Illinois	60606
Richard K. Berkowitz	Director	155 North Wacker Drive	Chicago, Illinois	60606