2004 FOR PROFIT CORPORATION **ANNUAL REPORT**

CITY-ST-ZIP

SIGNATURE:

May 03, 2004 08:00 AM Secretary of State DOCUMENT # P05869 1. Entity Name WHITEHALL JEWELLERS, INC. Principal Place of Business Mailing Address 155 NO WACKER DR 155 N. WACKER DR. CHICAGO, IL 60606 CHICAGO, IL 60606-1719 US CR2E034 (10/03) 04192004 No Chg-P DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 36-1433610 Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent CT CORPORATION SYSTEM DO NOT WRITE 1200 S. PINE ISLAND ROAD PLANTATION, FL 33324 IN THIS SPACE 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE. (NOTE, Registered Agent signature required when reinstating) DATE, Signature, typed or printed name of registered agent and title if applicable 9. Election Campaign Financing **\$5.00** May Be FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00 Trust Fund Contribution. Added to Fees OFFICERS AND DIRECTORS 10. U000000155149 TITLE 05/05/04-80024-022 150.00 NAME PATINKIN, HUGH STREET ADDRESS 155 N. WACKER DR CHICAGO, IL CITY - ST - ZIP VTD TITLE NAME DESJARDINS, JOHN STREET ADDRESS 155 N WACKER DR CHICAGO, IL CITY-ST-ZIP VD TITLE PATINKIN, MATTHEW NAME STREET ADDRESS 155 N. WACKER DR DO NOT WRITE CITY-ST-7IP CHICAGO, IL TITLE IN THIS SPACE GUARNACCIA, JOHN NAME STREET ADDRESS 155 N. WACKER DR CITY-ST-ZIP CHICAGO, IL TITLE GILBERT, ROBERT NAME 155 N. WACKER DR. STREET ADDRESS CHICAGO, IL CITY-ST-ZIP TITLE NAME STREET ADDRESS

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statules. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

ROBERT CILBERT

4/26/04

Date

312-782-6800

Daytime Phone #

FILED