2005 FOR PROFIT CORPORATION

May 05, 2005 8:00 am Secretary of State **ANNUAL REPORT** 05-05-2005 90084 002 ***150.00 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 2. Principal Place of Business 3. Mailing Address Suite, Apt. #, etc. Suite, Apt. #, etc 04232005 Chq-P CR2E034 (10/03) City & State City & State 4. FEI Number Applied For 36-1433610 Not Applicable Zip Country Zip Country \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent 7. Name and Address of New Registered Agent CT CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 1200 S. PINE ISLAND ROAD PLANTATION, FL 33324 City Zip Code 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. Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00 9. Election Campaign Financing \$5.00 May Be Trust Fund Contribution. 10. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 11. TITLE TITLE Delete ☐ Change Addition CEO, PRESIDENT PATINKIN, HUGH NAME LUCINDA BAIER 155 N. WACKER DR STREET ADDRESS STREET ADDRESS 155 N WACKER DR CHICAGO IL 60606 CITY-ST-ZIP CHICAGO, IL CITY-ST-ZIP VTD TITLE Delete TITLE ☐ Change Addition DESJARDINS, JOHN NAME NAME 155 N WACKER DR STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CHICAGO, IL CITY-ST-ZIP TITLE ☐ Delete TITLE Change ☐ Addition PATINKIN, MATTHEW NAME NAME STREET ADDRESS 155'N WACKER OR STREET ADDRESS CITY-ST-ZIP CHICAGO, IL CITY-ST-ZIP TITLE Defete: TITLE EXECUTIVE VICE PRESIDENT Change **Addition** GUARNACCIA, JOHN NAME NAME DEBBIE NICODEMUS-VOLKER STREET ADDRESS 155 N. WACKER DR STREET ADDRESS 155 N WACKER DR CHICAGO IL 60606 CHICAGO, IL CITY-ST-ZIP CITY-ST-ZIP TITLE ☐ Defete TITLE Change ☐ Addition GILBERT, ROBERT NAME NAME STREET ADDRESS 155 N. WACKER DR. STREET ADDRESS CITY-ST-ZIP CHICAGO, IL CITY-ST-ZIP TITLE ☐ Delete TITLE Change Addition

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 Statutes. 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 restrict or or tustee 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 attachmist with an address, with an address, with an address.

OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

NAME

STREET ADDRESS

CITY-ST-ZIP

SIGNATURE:

STREET ADDRESS

CiTY-ST-ZIP

JOHN DESJARDINS AS EXECUTIVE VICE PRESIDENT WHITEHALL JEWELLERS, INC. 4/25/05 312-782-6800 Date

Daytime Phone #

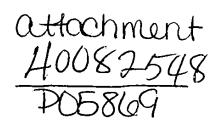
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4/25/2005

WHITEHALL JEWELLERS, INC.

FEIN: 36-1433610

CORPORATE OFFICERS



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Name	Office	Address	City and State	ZIP
Lucinda Baier	President / CEO	155 North Wacker Drive	Chicago, Illinois	60606
John Desjardins	Executive Vice President CFO/Secretary/Treasurer	155 North Wacker Drive	Chicago, Illinois	60606
Matthew Patinkin	Executive Vice President Assistant Secretary	155 North Wacker Drive	Chicago, Illinois	60606
Debbie Nicodemus- Volker	Executive 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	Senior Vice President Assistant Secretary	155 North Wacker Drive	Chicago, Illinois	60606
Dawn Kennedy	Senior Vice President Assistant Secretary	155 North Wacker Drive	Chicago, Illinois	60606
Robert Evans	Senior Vice President	155 North Wacker Drive	Chicago, Illinois	60606
Patti Buhs	Vice President HR	155 North Wacker Drive	Chicago, Illinois	60606
Tim Kelly	Vice President IT	155 North Wacker Drive	Chicago, Illinois	60606
Patrick Unzicker	Vice President/Controller	155 North Wacker Drive	Chicago, Illinois	60606
Ted Dulles	Vice President LP	155 North Wacker Drive	Chicago, Illinois	60606
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4/25/2005

WHITEHALL JEWELLERS, INC. FEIN: 36-1433610

BOARD OF DIRECTORS

Name	Office	Address	City and State	Zip Code	Term Expires
Daniel Levy	Chairman of the Board	155 North Wacker Drive	Chicago, Illinois	60606	2006
Norman Patinkin	Director	155 North Wacker Drive	Chicago, Illinois	60606	2005
Sanford Shkolnik	Director	155 North Wacker Drive	Chicago, Illinois	60606	2004
Richard K. Berkowitz	Director	155 North Wacker Drive	Chicago, Illinois	60606	2005