

P05869

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

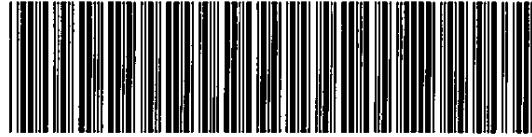
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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CS 8/27/07  
NC

# Whitehall®

Whitehall Jewellers, Inc.

125 SOUTH WACKER DRIVE, SUITE 2600  
CHICAGO, IL 60606

312-782-6800  
312-782-8299 FAX

August 17, 2007

**Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301**

**Re: Corporation Name Change**

To Whom It May Concern:

Whitehall Jewelers, a foreign corporation, has recently changed its name.

Enclosed please find the documents needed for the name change in your state:

1. Check for \$35.00
2. Certified Amendment from Delaware #5921138
3. One Signed Original – Amendment to Application-Foreign

Should you need further information regarding this request, please call me at (312-762-0410).

Sincerely,

**WHITEHALL JEWELERS, INC.**



Carol E. Musalo  
Administrative Assistant

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Whitehall Jewelers, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** P05869

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carol Musalo  
(Name of Contact Person)

Whitehall Jewelers, Inc.  
(Firm/Company)

125 South Wacker Drive, Ste. 2600  
(Address)

Chicago, IL 60606  
(City/State and Zip Code)

For further information concerning this matter, please call:

Carol Musalo at ( 312 ) 762-0410  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee       \$43.75 Filing Fee & Certificate of Status       \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)       \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

P05869

(Document number of corporation (if known))

1. Whitehall Jewellers, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. May 1, 1985

(Date authorized to do business in Florida)

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**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 25, 2007

5. Whitehall Jewelers, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

No change

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

No change


(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael H. Don

(Typed or printed name of person signing)

Vice President

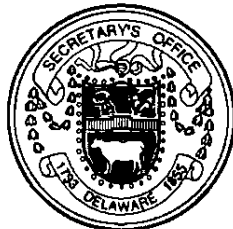
(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "WHITEHALL JEWELLERS, INC.", CHANGING ITS NAME FROM "WHITEHALL JEWELLERS, INC." TO "WHITEHALL JEWELERS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2007, AT 10:42 O'CLOCK P.M.



0417913 8100

070911162

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5921138

DATE: 08-13-07

**FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**WHITEHALL JEWELLERS, INC.**

Adopted in accordance with the provisions of Section 242 and  
Section 245 of the General Corporation Law of the State of Delaware

Whitehall Jewellers, Inc., a corporation organized and existing under the laws of the  
State of Delaware does hereby certify as follows:

The original Certificate of Incorporation of the Corporation was filed with the  
Secretary of State of Delaware on November 20, 1947, under the name "Marks Bros.  
Jewelers, Inc."

This restated certificate of incorporation amends and restates the certificate of  
incorporation as follows:

1. The name of the Corporation is Whitehall Jewelers, Inc.
2. The address of the Corporation's registered office in the State of Delaware  
is 1209 Orange Street, County of New Castle, City of Wilmington, in the state of Delaware,  
19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for  
which a corporation may be organized under the General Corporation Law.
4. The Corporation is authorized to issue one million (1,000,000) shares of  
Common Stock, \$0.01 par value.

5. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law (including, without limitation, paragraph (7) of subsection (b) of Section 102 thereof), as the same may be amended and supplemented from time to time. No amendment or repeal of this Article 5 shall apply to or have any effect on the liability or alleged liability of any directors of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

6. The Board of Directors shall have the power to adopt, amend or repeal By-laws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend or repeal any By-law.

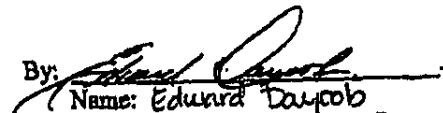
7. The Corporation shall, to the fullest extent permitted by the General Corporation Law (including, without limitation, Section 145 thereof), as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under the General Corporation Law. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled whether as a matter of law, under any By-law of the Corporation, by agreement, by vote of stockholders or disinterested directors of the Corporation or otherwise.

8. The election of directors of the Corporation need not be by written ballot, unless the By-laws of the Corporation otherwise provide.

\* \* \*

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of this 25<sup>th</sup> day of June, 2007.

WHITEHALL JEWELERS, INC.

By:   
Name: Edward Daycob  
Title: President + CEO