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FILED
Feb 11 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P17951 (5)
 1. Corporation Name
BELDEN JEWELERS INC.



Principal Place of Business Mailing Address
375 GHENT ROAD AKRON OH 44333 **375 GHENT ROAD AKRON OH 44333-4601**

3. Date Incorporated or Qualified **02/09/1988** 3a. Date of Last Report **01/30/1996**
 4. FEI Number **34-0630873** Applied For Not Applicable
 5. Certificate of Status Desired **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 28 Country 29 Zip 30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	BURMAN, TERRY L	
STREET ADDRESS	375 GHENT ROAD	
CITY-ST-ZIP	AKRON OH	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BOYD, WALKER	
STREET ADDRESS	ZENITH HOUSE	
CITY-ST-ZIP	LONDON UK	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	MILLER, RICHARD W.	
STREET ADDRESS	375 GHENT ROAD	
CITY-ST-ZIP	AKRON OH	
TITLE	VPF	<input type="checkbox"/> DELETE
NAME	KLEIN, TERENCE J.	
STREET ADDRESS	375 GHENT RD	
CITY-ST-ZIP	AKRON OH	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	FRANKOVICH, GEORGE	
STREET ADDRESS	375 GHENT ROAD	
CITY-ST-ZIP	AKRON OH	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 do 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 or changed or omitted attachment with an address.

SIGNATURE: *[Signature]* **SECRETARY** **2/3/97** **(330) 648-5000**

CR2E034 (9/96)