

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

FILED

**Feb 11 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P17951 (5)

1. Corporation Name
BELDEN JEWELERS INC.



Principal Place of Business 375 GHENT ROAD AKRON OH 44333	Mailing Address 375 GHENT ROAD AKRON OH 44333
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/09/1988	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 34-0630873	Applied For Not Applicable
23 Zip	24 Country	28 Zip	29 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
25		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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 _____ DATE _____
Signature (typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURMAN, TERRY L	1.2 NAME	
STREET ADDRESS	375 GHENT ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOYD, WALKER	2.2 NAME	
STREET ADDRESS	ZENITH HOUSE	2.3 STREET ADDRESS	
CITY-ST-ZIP	LONDON UK	2.4 CITY-ST-ZIP	
TITLE	VTD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, RICHARD W.	3.2 NAME	
STREET ADDRESS	375 GHENT ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	3.4 CITY-ST-ZIP	
TITLE	VPF	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEIN, TERENCE J.	4.2 NAME	
STREET ADDRESS	375 GHENT RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	4.4 CITY-ST-ZIP	
TITLE	SD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANKOVICH, GEORGE	5.2 NAME	
STREET ADDRESS	375 GHENT ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	AKRON OH	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 amendment with an address.

SIGNATURE: *[Signature]* Secretary 1/7/98 (330)668-5000

CF2E034 (10/97)

**STERLING INC.
SCHEDULE OF DIRECTORS AND OFFICERS**

DIRECTORS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
TERRY L. BURMAN	375 GHENT RD. AKRON, OH 44333
RICHARD W. MILLER	375 GHENT RD. AKRON, OH 44333
GEORGE S. FRANKOVICH	375 GHENT RD. AKRON, OH 44333
WALKER BOYD	ZENITH HOUSE, THE HYDE LONDON, ENGLAND NW9 6EW

OFFICERS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
TERRY L. BURMAN CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER AND PRESIDENT	375 GHENT RD. AKRON, OH 44333
RICHARD W. MILLER EXECUTIVE VICE PRESIDENT AND TREASURER	375 GHENT RD. AKRON, OH 44333
TERENCE J. KLEIN VICE PRESIDENT - FINANCE	375 GHENT RD. AKRON, OH 44333
GEORGE S. FRANKOVICH SECRETARY	375 GHENT RD. AKRON, OH 44333