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FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P31755 (2)

1. Corporation Name
JEWELERS FINANCIAL SERVICES, INC.

Principal Place of Business

P.O. BOX 152757
M/S 6B12
IRVING TX 75015-2757
US

Mailing Address

P.O. BOX 152757
M/S 6B-12
IRVING TX 75015-2757

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/07/1990

4. FEI Number

75-2341966

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 owes or has paid the current year intangible
Personal Property Tax due June 30.

☐ Yes ☐ No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CEO ☐ DELETE

NAME ROBERT J. DINICOLA
STREET ADDRESS 901 W. WALNUT HILL LANE
CITY-ST-ZIP IRVING TX

TITLE AS ☐ DELETE

NAME CLAUDIA PRUITT
STREET ADDRESS 901 W. WALNUT HILL LANE
CITY-ST-ZIP IRVING TX

TITLE YC ☒ DELETE

NAME WERTHEIMER, MERRIL
STREET ADDRESS 901 W WALNUT HILL LN
CITY-ST-ZIP IRVING TX

TITLE VPS ☐ DELETE

NAME ALAN P. SHOR
STREET ADDRESS 901W. WALNUT HILL LANE
CITY-ST-ZIP IRVING TX

TITLE VPC ☐ DELETE

NAME MARK LENZ
STREET ADDRESS 901 W. WALNUT HILL
CITY-ST-ZIP IRVING TX

TITLE SVP ☐ DELETE

NAME SUE E. GOVE
STREET ADDRESS 901 W. WALNUT HILL LANE
CITY-ST-ZIP IRVING TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE ☐ Change ☒ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

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 member 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 attachment with an address.

CP2E034 (10/97)

JEWELERS FINANCIAL SERVICES, INC.

BOARD OF DIRECTORS

Robert J. DiNicola
Beryl Raff
Alan P. Shor

Robert J. DiNicola	Chairman of the Board / Chief Executive Officer		Home: Work:	3800 Beverly Drive, Dallas, TX 75205 901 W. Walnut Hill Lane, Irving, TX 75038
Beryl Raff	Executive Vice President / Chief Operating Officer		Home: Work:	6422 Aberdeen, Dallas, TX 75230 901 W. Walnut Hill Lane, Irving, TX 75038
Alan P. Shor	Executive Vice President / Chief Logistics Officer / General Counsel / Secretary		Home: Work:	5411 Pebblebrook, Dallas, TX 75229 901 W. Walnut Hill Lane, Irving, TX 75038
Sue E. Gove	Group Vice President / Chief Financial Officer		Home: Work:	2830 Miramar Dr., Carrollton, TX 75007 901 W. Walnut Hill Lane Irving, TX 75038
Stephen C. Massanelli	Senior Vice President - Treasurer		Home: Work:	3501 Alsten Lane, Plano, TX 75093 901 W. Walnut Hill Lane, Irving, TX 75038
Mark Lenz	Senior Vice President - Controller		Home: Work:	3821 Rolling Meadows, Bedford, TX 76021 901 W. Walnut Hill Lane, Irving, TX 75038
Gary Melton	Senior Vice President - Credit Services		Home: Work:	3813 Pebblebrook, Dallas, TX 75229 901 W. Walnut Hill Lane, Irving, TX 75038
Susan S. Lanigan	Assistant Secretary		Home: Work:	104 Sand Point Court, Coppell, TX 75019 901 W. Walnut Hill Lane, Irving, TX 75038
Claudia Pruitt	Assistant Secretary		Home: Work:	705 Parker Drive, Euless, TX 76039 901 W. Walnut Hill Lane, Irving, TX 75038

HAUSERNSCHMIDT OFFICERSUSFINC.OFF - UPDATED January 6, 1998