

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0002682 Annual Report for the year 1993

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: Character of business, briefly stated, is manufacturing, buying, selling and
dealing in jewelry

FOURTH: If foreign corporation, address of its principal office N/A

FIFTH: Business address in Rhode Island 321 Veazie Street, Providence

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
None	Director	
	Director	
	Director	
Norma Winkler	President	55 Hazard Ave., Providence, RI 02906
Traci Winkler Maceroni	Vice President	34 Eames St., Providence, RI 02906
Heidi J Loomis	Secretary	549 Wayland Ave., Providence, RI 02906
Traci Winkler Maceroni	Treasurer	34 Eames St., Providence, RI 02906

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	common		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	common		without par value

Dated March 1 19 93

(Report must be signed by an officer)

BERNARDO, INC.
(Name of Corporation)
By [Signature]
Title Treasurer

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 2332

Annual Report for the year 1992

FIRST: The name of the corporation is BERNARDO, INC.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: Character of business, briefly stated, is manufacturing, buying, selling and
dealing in jewelry

FOURTH: If foreign corporation, address of its principal office N/A

FIFTH: Business address in Rhode Island 321 Veazie Street, Providence

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

None

Director

Director

Director

Norma Winkler

President

55 Hazard Ave., Providence, RI 02906

Traci Winkler Maceroni

Vice President

34 Eames St., Providence, RI 02906

Heidi J Winkler Loomis

Secretary

549 Wayland Ave., Providence, RI 02906

Traci Winkler Maceroni

Treasurer

34 Eames St., Providence, RI 02906

SEVENTH: Number of Shares authorized:

No. of Shares

400

Class

common

Series

Par Value
or statement that
shares are without
par value

without par value

EIGHTH: Number of Shares issued: 1000

OCT 23 1992

No. of Shares

100

Class

common

Series

Par Value
or statement that
shares are without
par value

without par value

Dated

10/23 1992

BERNARDO, INC.

(Name of Corporation)

By

(Heidi J Winkler Loomis)

Title

Secretary

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903Corporate ID 2332 Annual Report for the year 1991FIRST: The name of the corporation is BERNARDO, INC.SECOND: It is incorporated under the laws of RHODE ISLANDTHIRD: Character of business, briefly stated, is manufacturing, buying, selling and
dealing in jewelryFOURTH: If foreign corporation, address of its principal office N/AFIFTH: Business address in Rhode Island 321 Veazie Street, Providence

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
None	Director	
	Director	
	Director	
Norma Winkler	President	55 Hazard Ave., Providence, RI 02906
Traci Winkler Maceroni	Vice President	34 Eames St., Providence, RI 02906
Heidi J Winkler Loomis	Secretary	549 Wayland Ave., Providence, RI 02906
Traci Winkler Maceroni	Treasurer	34 Eames St., Providence, RI 02906

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	common		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	common		without par value

Dated 10/23 19 92

BERNARDO, INC.

(Name of Corporation)

By

(Heidi J Winkler Loomis)

Title

Secretary

(Person must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

AT

Corporate ID 0002332 Annual Report for the year 1990

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to manufacture, buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling, and dealing in jewelry, etc.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island

128 Dorrance Street, Suite 530, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Norma Winkler	Director	55 Hazard Ave., Providence, RI
Neville Winkler	Director	55 Hazard Ave., Providence, RI
Heidi J. Winkler Loomis	Director	549 Weyland Ave. Providence, RI
Traci Winkler Maceroni	Director	34 Eames St., Providence, RI
Norma Winkler	President	same as above
Neville E. Winkler	Vice President	same as above
Heidi J. Winkler	Secretary	same as above
Traci Winkler Maceroni	Treasurer	same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class
400	

PAID

Series 1 1990

SECY. OF STATE

Par Value
or statement that
shares are without
par value

without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class
100	

Series

Par Value
or statement that
shares are without
par value

without par value

Dated February 2 19 90

BERNARDO, INC.

(Name of Corporation)

Norma

✓

By

Norma Winkler

(Report must be signed by an officer)

Title President

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903



Corporate ID 2332 Annual Report for the year 1989

FIRST: The name of the corporation is BERNARDO, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to manufacture, buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling, and dealing in jewelry, etc.

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island.....

128 Dorrance Street, Suite 530, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Norma Winkler	Director	55 Hazard Ave., Providence, RI
Neville E. Winkler	Director	55 Hazard Ave., Providence, RI
Heidi J. Winkler Loomis	Director	231 Gano St., Providence, RI
Traci Winkler Maceroni	Director	34 Eames St., Providence, RI
Norma Winkler	President	same as above
Neville E. Winkler	Vice President	same as above
Heidi J. Winkler Loomis	Secretary	same as above
Traci Winkler Maceroni	Treasurer	same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400			without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100			without par value

PAID
MAR 20 1989
SECY OF STAT--without par value

Dated February 28, 19 89

BERNARDO, INC.

(Name of Corporation)

By Norma Winkler

(Report must be signed by an officer)

Title President

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 2332 Annual Report for the year 1988

FIRST: The name of the corporation is BERNARDO, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to manufacture, buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in jewelry, etc.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island

128 Dorrance Street, Suite 530, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Norma Winkler	Director	55 Hazard Ave., Prov., RI
Neville E. Winkler	Director	55 Hazard Ave., Prov., RI
Heidi J. Winkler Loomis	Director	231 Gano St., Prov., RI
Traci Winkler Maceroni	Director	34 Eames St., Prov., RI
Norma Winkler	President	same as above
Neville E. Winkler	Vice President	same as above
Heidi J. Winkler Loomis	Secretary	same as above
Traci Winkler Maceroni	Treasurer	same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class
---------------	-------

400

PAID

24 1988

Par Value
or statement that
shares are without
par value

without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class
---------------	-------

100

SECY. OF STATE
Rec'd & Filed
MAR 16 1988

Par Value
or statement that
shares are without
par value

without par value

Dated 2/25 19 88

BERNARDO, INC.

(Name of Corporation)

By

Norma Winkler

(Report must be signed by an officer)

Title President

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 2332 Annual Report for the year 1987

FIRST: The name of the corporation is BERNARDO, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to manufacture, buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in jewelry, etc.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island

420 Turks Head Building, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>Norma Winkler</u>	<u>Director</u>	<u>55 Hazard Avenue, Providence, RI</u>
<u>Neville E. Winkler</u>	<u>Director</u>	<u>55 Hazard Avenue, Providence, RI</u>
<u>Heidi J. Winkler</u>	<u>Director</u>	<u>231 Gano Street, Providence, RI</u>
<u>Traci Winkler Maceroni</u>		<u>34 Eames Street, Providence, RI</u>
<u>Norma Winkler</u>	<u>President</u>	<u>same as above</u>
<u>Neville E. Winkler</u>	<u>Vice President</u>	<u>same as above</u>
<u>Heidi J. Winkler</u>	<u>Secretary</u>	<u>same as above</u>
<u>Traci Winkler Maceroni</u>	<u>Treasurer</u>	<u>same as above</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>400</u>			<u>without par value</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100</u>			<u>without par value</u>

Dated 1/2 19 87 BERNARDO, INC.
(Name of Corporation)

(Report must be signed by an officer)

By NORMA WINKLER
Title President

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903Corporate ID 2332 Annual Report for the year 1986FIRST: The name of the corporation is Bernardo, Inc.SECOND: It is incorporated under the laws of Rhode IslandTHIRD: Character of business, briefly stated, is Fashion Jewelry

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 814 Branch Ave., Providence

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Norma Winkler	Director	55 Hazard Ave., Providence, R.I.
Neville Winkler	Director	55 Hazard Ave., Providence, R.I.
Heidi Winkler		231 Gano Street, Providence, R.I.
Traci Maceroni	Director	483 Lloyd Avenue, Providence, R.I.
Norma Winkler	President	Same as above
Neville Winkler	Vice President	Same as above
Heidi Winkler	Secretary	Same as above
Traci Maceroni	Treasurer	Same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	Common		No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	Common		No Par

Dated January 22, 1986 19 Bernardo, Inc.

(Name of Corporation)

FEB 6 1986

By [Signature]Title Secretary

(Report must be signed by an officer)

01/24/86 PAID

APR 15 1986
CHECK
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Filing fee: \$15.00

2332

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1985

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is jewelry manufacture

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) P. O. Box 1472 Annex Station, Providence

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Norma Winkler	Director	55 Hazard Ave., Providence, RI
Neville Winkler	Director	55 Hazard Ave., Providence, RI
Heidi Winkler		231 Cano Street Providence, RI
Traci Winkler	Director	483 Lloyd Ave., Providence, RI
Norma Winkler	President	Same as above
Neville Winkler	Vice President	Same as above
Heidi Winkler	Secretary	Same as above
Traci Winkler	Treasurer	Same as above

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	Common		No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	Common		No Par

Dated: February 25 1985

Bernardo, Inc.

(Name of Corporation)

By

Title Secretary

(Report must be signed by an officer)

RECEIVED MAR 1985

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island.

THIRD: Character of business, briefly stated, is jewelry manufacture

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) P. O. Box 1472 Annex Station, Providence

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Norma Winkler	Director	55 Hazard Ave., Providence, RI
Neville Winkler	Director	55 Hazard Ave., Providence, RI
Heidi Winkler		539 Lloyd Ave., Providence, RI
Traci Winkler	Director	144 Elmgrove Ave., Providence, RI
Norma Winkler	President	Same as above
Neville Winkler	Vice President	Same as above
Heidi Winkler	Secretary	Same as above
Traci Winkler	Treasurer	Same as above

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	Common		No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	Common		No Par

Dated: 1/30 1984

Bernardo, Inc.

(Name of Corporation)

By: Traci Winkler

Title: Treas.

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1983

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is jewelry manufacture

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) P. O. Box 1472, Annex Station, Providence

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Norma Winkler	Director	139 Lorimer Ave., Providence, RI
Neville Winkler		139 Lorimer Ave., Providence, RI
Heidi Winkler	Director	539 Lloyd Ave., Providence, RI
Traci Winkler	Director	279 Benefit St., Providence, RI
Norma Winkler	President	Same as above
Neville Winkler	Vice President	Same as above
Heidi Winkler	Secretary	Same as above
Traci Winkler	Treasurer	Same as above

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
400	Common		No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	2	No Par

Dated: 2/1 1983

BERNARDO, INC.

(Name of Corporation)

By

Title

VICE PRESIDENT

(Report must be signed by an officer)

FEB 4 1983

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

1982

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

BERNARDO, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
P.O. Box 1472, Annex Station, Providence

and the name of its registered agent in Rhode Island at such address is
James Murphy

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Jewelry Manufacture

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Norma Winkler	Director	139 Lorimer Ave., Providence, RI
Neville Winkler	Director	139 Lorimer Ave., Providence, RI
Heidi Winkler	Director	539 Lloyd Ave., Providence, RI
Traci Winkler	Director	279 Benefit St., Providence, RI
	Director	
	Director	
Norma Winkler	President	139 Lorimer Ave., Providence, RI
Neville Winkler	Vice President	139 Lorimer Ave., Providence, RI
Heidi Winkler	Secretary	539 Lloyd Ave., Providence, RI
Traci Winkler	Treasurer	279 Benefit St., Providence, RI

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
400	Common	3 -2 82	No Par

MAR 31 1982

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common		No Par

Dated 2/21, 19 82 BERNARDO, INC.
(NAME OF CORPORATION)

By [Signature]
Its President

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
ANNUAL REPORT
OF

BERNARDO, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

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 and the name of its registered agent in Rhode Island at such address is
James Murphy

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Jewelry manufacture

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
<i>Norma Winkler</i>	Director	139 Lorimer Ave., Providence, R. I.
<i>Neville Winkler</i>	Director	" " " " " "
<i>Heidi Winkler</i>	Director	539 Lloyd Ave., Providence, R. I.
<i>Traci Winkler</i>	Director	279 Benefit St., Providence, R. I.
	Director	
	Director	
<i>Norma Winkler</i>	President	139 Lorimer Ave., Providence, R. I.
<i>Neville Winkler</i>	Vice President	" " " " " "
<i>Heidi Winkler</i>	Secretary	539 Lloyd Ave., Providence, R. I.
<i>Traci Winkler</i>	Treasurer	279 Benefit St., Providence, R. I.

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
400	Common		No Par

APR 13 1981
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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

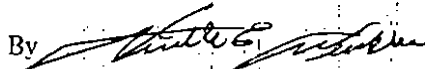
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common		No Par

Dated Feb. 23, 19 81

BERNARDO, INC.

(NAME OF CORPORATION)

By



Its VICE PRES

Filing fee: \$15.00

1980

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

BERNARDO, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is

P. O. Box 1472, Annex Station, Providence

and the name of its registered agent in Rhode Island at such address is

James Murphy

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Jewelry Manufacture

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Norma Winkler	Director	139 Lorimer Ave., Providence, RI
Neville Winkler	Director	" " " " "
	Director	
	Director	
	Director	
Norma Winkler	President	" " " " "
Neville Winkler	Vice President	" " " " "
Norma Winkler	Secretary	" " " " "
Neville Winkler	Treasurer	" " " " "

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	3 -7 80	Series	Par Value per Share or Statement that Shares are without Par Value
400	Common			No Par

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3849A14.....1500BL

MAR 7 1980

psu

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common		No Par

Dated 2/8, 1980

BERNARDO, INC.

(NAME OF CORPORATION)

By

Walter B. Bernardo, TREASURER

Its TREASURER

Filing fee: \$15.00

1979

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

BERNARDO, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is

P. O. Box 1472, Annex Station, Providence

and the name of its registered agent in Rhode Island at such address is

James Murphy

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Jewelry Manufacture

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Norma Winkler	Director	139 Lorimer Ave., Providence, RI
Neville Winkler	Director	139 Lorimer Ave., Providence, RI
	Director	
	Director	
	Director	
Norma Winkler	President	139 Lorimer Ave., Providence, RI
Neville Winkler	Vice President	139 Lorimer Ave., Providence, RI
Norma Winkler	Secretary	139 Lorimer Ave., Providence, RI
Neville Winkler	Treasurer	139 Lorimer Ave., Providence, RI

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	2 Series	Par Value per Share or Statement that Shares are without Par Value
400	Common	79	No Par

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common		No Par

Dated 2/12, 1979

BERNARDO, INC.

(NAME OF CORPORATION)

By

[Signature]

Vice President

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
ANNUAL REPORT
OF

Bernardo, Inc.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Bernardo, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
Box 1472 Annex Station, Providence, R. I. 02901
and the name of its registered agent in Rhode Island at such address is

James Murphy, Esq.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Costume Jewelry

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
	Director	
	Director	
	Director	
	Director	
	Director	
	Director	
Norma A. Winkler	President	139 Lorimer Ave., Providence, R.I.
Neville E. Winkler	Vice President	139 Lorimer Ave., Providence, R. I.
Norma A. Winkler	Secretary	139 Lorimer Ave., Providence, R. I.
Neville E. Winkler	Treasurer	139 Lorimer Ave., Providence, R.I.

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
400	Common	3 78	No Par

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

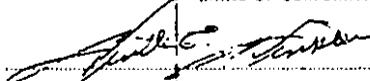
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common		No Par

Dated Feb. 22, 1978

Bernardo, Inc.

(NAME OF CORPORATION)

By



Treasurer