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AMENDED  
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 Avenue, Providence, RI
Neville Winkler	Director	" " " " "
Traci Winkler	Director	279 Benefit Street, Providence, RI
	Director	
	Director	
Norma Winkler	President	139 Lorimer Avenue, Providence, RI
Neville Winkler	Vice President	" " " " "
Traci Winkler	Secretary	279 Benefit Street, Providence, RI
Neville Winkler	Treasurer	139 Lorimer Avenue, 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		No Par

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 20, 1980

BERNARDO, INC.

(NAME OF CORPORATION)

By Irwin Winkler

Secretary