

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0022703 MC Annual Report for the year 1991

FIRST: The name of the corporation is KAY JEWELERS, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL JEWELRY SALES

FOURTH: If foreign corporation, address of its principal office 375 CHEST RD
AKRON OH 44333FIFTH: Business address in Rhode Island 215 RHODE ISLAND MALL
WARWICK RI 02886

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

Name	Office	Address (including number, street, zip code)
NATHAN R. LIGHT	Director	375 CHEST RD. AKRON OH 44333
JOSEPH J. FREEDMAN	Director	SAME
RICHARD W. MILLER	Director	SAME
NATHAN R. LIGHT	President	SAME
JOSEPH J. FREEDMAN	Vice President	SAME
GEORGE S. FRANKOVICH	Secretary	SAME
RICHARD W. MILLER	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	N/A	W/O PAR VAL.

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	N/A	W/O PAR VAL

Dated 02-16 1991

KAY JEWELERS, INC.
(Name of Corporation)

By

Title

SECRETARY

(Report 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

Corporate ID 0022703 Annual Report for the year 1990

FIRST: The name of the corporation is KAY JEWELERS, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL JEWELRY

FOURTH: If foreign corporation, address of its principal office

1209 ORANGE STREET, WILMINGTON, DE 19801

FIFTH: Business address in Rhode Island

123 DYER STREET, PROVIDENCE, R.I. 02903

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

Name	Office	Address (including number, street, zip code)
<u>SEE ATTACHED LIST</u>	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class
<u>30,000,000</u>	<u>COMMON</u>
<u>20,000</u>	<u>PREFERRED</u>

Series

Par Value
or statement that
shares are without
par value
\$ 1.00

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class
<u>12,399,317</u>	<u>COMMON</u>

MAR 02 1990

SEC'Y. OF STATE

Par Value
or statement that
shares are without
par value
\$ 1.00

Dated 2/15 19 90

PREPARED:

Lynne H Agnese TAX ACCT
(Report must be signed by an officer)

KAY JEWELERS, INC.
(Name of Corporation)

By X Miguel Zarraga
Title TREASURER

KAY JEWELERS, INC.
 NAMES and ADDRESS of OFFICERS & DIRECTORS
 (State as of January 25, 1990)

<i>Names:</i>	<i>SS Number:</i>	<i>Business Address:</i>	<i>Resident Address:</i>
Anthoine C. Van Ekris DIRECTOR, Chairman of Board of Directors & Chief Exe. Officer	101-36-4603	88 Pine Street New York, NY 10005	46 Albert Court London, England SW2
Joerg Bucherer DIRECTOR	593-28-5520	88 Pine Street New York, NY 10005	Heckenriedstrasse 12 8045 Meygen, Switzerland
Whitney L. Berger DIRECTOR	151-44-2022	88 Pine Street New York, NY 10005	30 Rockefeller Plaza New York, N.Y. 10112
Hugh A. Joyce DIRECTOR	077-26-0031	88 Pine Street New York, NY 10005	25 Birch Lane Greenwich, CT 06830
Oliver Steiner DIRECTOR	834-28-7657	88 Pine Street New York, NY 10005	28 Schlossbergstrasse CH-8702 Zollikon, Zurich, Switzerland
Michael R. Lavington DIRECTOR, President and Chief Operating Officer	382-40-1708	320 King Street Alexandria, VA 22314	5615 Georgetown Pike McLean, VA 22101
Harro Braverman Vice President	152-33-6062	1212 Avenue of Americas New York, NY 10112	54 Moh Court New Rochelle, NY 10804
John W. Rambo Senior Vice President	414-44-8943	320 King Street Alexandria, VA 22314	7523 Rambling Ridge Drive Fairfax, VA 22039
Joe Bernstein Senior Vice President	287-40-0195	320 King Street Alexandria, VA 22314	3001 Park Center Drive Alexandria, VA 22302
Roldan Hernandez Vice President and Chief Financial Officer	234-70-7477	320 King Street Alexandria, VA 22314	6811 Medinah Lane Annandale, VA 22012
John F. Kosik Vice President, Secretary and General Counsel	173-32-4651	320 King Street Alexandria, VA 22314	119 S. Fairfax Street Alexandria, VA 22314
Marcia Schlackman Vice President	129-05-8398	320 King Street Alexandria, VA 22314	4823 Candace Lane Annandale, VA 22003
William Herde Vice President	576-20-5713	320 King Street Alexandria, VA 22314	400 Madison Street #1604 Alexandria, VA 22314
Edana Schnids Vice President	059-30-3374	320 King Street Alexandria, VA 22314	1391 Old Quincy Lane Reston, VA 22090
Timothy C. Braun Vice President	178-50-5225	320 King Street Alexandria, VA 22314	9208 Northedge Drive Springfield, VA 22153
Benjamin E. Riskin Vice President	091-54-2814	320 King Street Alexandria, VA 22314	10175 Hillington Court Vienna, VA 22180
Steven J. Shonebarger Vice President	274-46-8506	320 King Street Alexandria, VA 22314	15369 Wetherburn Court Centreville, VA 22020
Miguel Carraga Treasurer	226-84-2886	320 King Street Alexandria, VA 22314	9718 Locust Hill Drive Great Falls, VA 22066
Felix J. Pomponi Controller and Principal Accounting Officer	144-47-0540	320 King Street Alexandria, VA 22314	5001 Westpath Terrace Bethesda, MD 20016

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

SH

Corporate ID 0022703

Annual Report for the year 1989

FIRST: The name of the corporation is KAY JEWELERS, INC.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Retail Jewelry

FOURTH: If foreign corporation, address of its principal office

1209 Orange St Wilmington Del 19801

FIFTH: Business address in Rhode Island

111 Westminster St Providence RI 02903

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

Name

Office

Address (including number, street, zip code)

See Attached List

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

200 000
10 000 000

Preferred
Common

1440

1.00

1.00

MAR 09 1989

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

7968027

Common

1.00

SEAL OF STATE

Dated March 1 1989

Kay Jewelers, Inc.
(Name of Corporation)

By

JOHN F. KOSIA
VICE PRESIDENT, SECRETARY
AND GENERAL COUNSEL

Title

(Report must be signed by an officer)

KAY JEWELERS, INC.
NAMES and ADDRESS of OFFICERS & DIRECTORS
(State as of May 25, 1988)

NAMES: *****	SS NUMBER: *****	BUSINESS ADDRESS: *****	RESIDENT ADDRESS: *****
Anthoine C. Van Ekris DIRECTOR, Chairman of Board of Directors & Chief Exec. Officer	101-38-4603	88 Pine Street New York, N.Y. 10112	Hill Place Rye, N.Y. 10586
Joerg Bucherer DIRECTOR	993-28-5520	88 Pine Street New York, N.Y. 10112	Heckenriedstrasse 12 6045 Meggen, Switzerland
Whitney I. Gerard DIRECTOR	131-44-2022	88 Pine Street New York, N.Y. 10112	30 Rockefeller Plaza New York, N.Y. 10112
Hugh I. Joyce DIRECTOR	097-26-0031	88 Pine Street New York, N.Y. 10112	25 Birch Lane Greenwich, CT 06830
Oliver Stahel DIRECTOR	934-28-7697	88 Pine Street New York, NY 10112	28 Schlossbergstrasse CH-8702 Zollikon, Zurich, Switzerland
Michael R. Lavington DIRECTOR, President and Chief Operating Officer	082-40-1708	320 King Street Alexandria, VA 22314	501 S. Fairfax Street Alexandria, VA 22314
Harry Braverman Senior Vice President	132-03-8062	1212 Avenue of Americas New York, NY 10112	54 Mob Court New Rochelle, NY 10804
John Rambo Senior Vice President	414-44-8943	320 King Street Alexandria, VA 22314	7523 Rambling Ridge Drive Fairfax, VA 22039
Joe Bernstein Senior Vice President	267-40-0195	320 King Street Alexandria, VA 22314	6502 Heather Brook Court McLean, VA 22101
Roldan Fernandez Vice President and Chief Financial Officer	264-70-7477	320 King Street Alexandria, VA 22314	6611 Medinah Lane Annandale, VA 22312
John F. Kosik Vice President, Secretary and General Counsel	173-32-4651	320 King Street Alexandria, VA 22314	119 S. Fairfax Street Alexandria, VA 22314
Harold Schlackman Vice President	129-05-8198	320 King Street Alexandria, VA 22314	4823 Candace Lane Annandale, VA 22003
William Heide Vice President	538-20-5713	320 King Street Alexandria, VA 22314	400 Madison Street #1604 Alexandria, VA 22314
Frank Schmidt Vice President	059-30-3374	320 King Street Alexandria, VA 22314	1391 Old Quincy Lane Reston, VA 22090
William T. Sharp Vice President	159-32-9417	1212 Avenue of Americas New York, NY 10112	114 Heather Drive New Canaan, CT 06840
Timothy C. Braun Vice President	178-50-5225	320 King Street Alexandria, VA 22314	9208 Northedge Drive Springfield, VA 22153
Benjamin E. Rifkin Vice President	093-54-2814	320 King Street Alexandria, VA 22314	10175 Hillington Court Vienna, VA 22180
Miguel Zarraga Treasurer	226-84-2886	320 King Street Alexandria, VA 22314	9718 Locust Hill Drive Great Falls, VA 22006
Felix J. Pomponi Controller and Principal Accounting Officer	148-42-0540	320 King Street Alexandria, VA 22314	5001 Westpath Terrace Bethesda, MD 20016
Allana Sears Assistant Secretary	568-40-9024	320 King Street Alexandria, VA 22314	2791 Park Center Drive #B-607 Alexandria, VA 22302

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 22703 Annual Report for the year 1988

FIRST: The name of the corporation is KAY JEWELERS, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL JEWELRY

FOURTH: If foreign corporation, address of its principal office

1209 ORANGE ST., WILMINGTON, DEL. 19801

FIFTH: Business address in Rhode Island

111 WESTMINSTER ST., PROVIDENCE, R.I. 02903

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

Name

Office

Address (including number, street, zip code)

See Attached List

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

200,000

Preferred

1.00

10,000,000

Common

1.00

EIGHTH: Number of Shares issued:

PAID

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

7,968,027

Common

SECY OF STATE

1.00

MAR 15 1988

Dated FEB 24 1988

STATE PREPARER:

KAY JEWELERS, INC.

(Name of Corporation)

By

JOHN F. KOSIR
VICE PRESIDENT, SECRETARY
AND GENERAL COUNSEL

Title

(Report must be signed by an officer)

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

Anthony C. van Ekris DIRECTOR, Chairman of the Board of Directors and Chief Executive Officer	Hilltop Place Rye, NY 10580
Joerg Bucherer DIRECTOR	Heckenriedstrasse 12 6045 Meggen, Switzerland
Whitney I. Gerard DIRECTOR	30 Rockefeller Plaza New York, NY 10112
Hugh K. Joyce DIRECTOR	25 Birch Lane Greenwich, CT 06830
Oliver Stahel DIRECTOR	28 Schlossbergstrasse CH-8702 Zollikon Zurich, Switzerland
Michael R. Lavington DIRECTOR, President and Chief Operating Officer	501 South Fairfax Street Alexandria, VA 22314
Harry Braverman Senior Vice President	54 Nob Court New Rochelle, NY, NY 10804
John Rambo Senior Vice President	7523 Rambling Ridge Drive Fairfax Station, VA 22039
Joe Bernstein Senior Vice President	6502 Heather Brook Court McLean, VA 22101
Roldan Fernandez Vice President and Chief Financial Officer	6611 Medinah Lane Annandale, VA 22312
Harold Schlackman Vice President	4823 Candace Lane Annandale, VA 22003
William Heide Vice President	400 Madison Street, #1604 Alexandria, VA 22314
Frank Schmidt Vice President	1391 Old Quincy Lane Reston, VA 22090
William T. Sharp Vice President	114 Heather Drive New Canaan, CT 06840
Timothy C. Braun Vice President	9208 Northedge Drive Springfield, VA 22153
John F. Kosik Vice President, Secretary & General Counsel	119 South Fairfax Street Alexandria, VA 22314
Miguel Zarraga Treasurer	9718 Locust Hill Drive Great Falls, VA 22006
Felix J. Pomponi Controller & Principal Accounting Officer	5001 Westpath Terrace Bethesda, MD 20016
Allana Sears Assistant Secretary	2701 Park Center Drive, #B-607 Alexandria, VA 22302

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.....22703..... Annual Report for the year 1987.....

FIRST: The name of the corporation is.....KAY JEWELERS, INC.....

SECOND: It is incorporated under the laws of.....DELAWARE.....

THIRD: Character of business, briefly stated, is.....RETAIL JEWELRY.....

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

1209 ORANGE ST, WILMINGTON, DEL. 19801

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

111 WESTMINSTER ST, PROVIDENCE, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

SEE

Director

ATTACHED

Director

LIST

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

200,000

PREFERRED

10,000,000

COMMON

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

6,375,000

COMMON

PAID

MAY 2 1987

SECY OF STATE

KAY JEWELERS, INC.
(Name of Corporation)

By

Title

Par Value
or statement that
shares are without
par value

1.00

Par Value
or statement that
shares are without
par value

1.00

Dated.....19.....
STAFF PREPARER:

A. McNeill, Jr. Secretary

(Report must be signed by an officer)

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

Anthonie C. van Ekris
DIRECTOR, Chairman of the Board of Directors
and Chief Executive Officer

Wall Street Plaza
New York, NY 10005

Joerg Bucherer
DIRECTOR

Bucherer A.G.
Schoenbuehl
Postfach 870
CH-6002, Luzern, Switzerland

Whitney I. Gerard
DIRECTOR

30 Rockefeller Plaza
New York, NY 10112

Hugh K. Joyce
DIRECTOR

25 Birch Lane
Greenwich, CT 06830

Oliver Stahel
DIRECTOR

Stahel Hardmeyer A.G.
Susenbergstrasse 108
P.O. Box 145
CH-8044 Zurich, Switzerland

Michael R. Lavington
DIRECTOR, President and Chief Operating Officer

501 South Fairfax Street
Alexandria, VA 22314

Harry Braverman
Senior Vice President

54 Nob Court
New Rochelle
New York, NY 10804

John Rambo
Senior Vice President

9822 Natick Road
Burke, VA 22015

Joe Bernstein
Senior Vice President

6502 Heather Brook Court
McLean, VA 22101

Roldan Fernandez
Vice President and Chief Financial Officer

5550 Columbia Pike, #351
Arlington, VA 22204

Harold Schlackman
Vice President

4823 Candace Lane
Annandale, VA 22003

William Heide
Vice President

400 Madison Street, #1604
Alexandria, VA 22314

Frank Schmidt
Vice President

1391 Old Quincy Lane
Reston, VA 22090

William T. Sharp
Vice President

114 Heather Drive
New Canaan, CT 06840

John F. Kosik
Vice President, Secretary & General Counsel

119 South Fairfax Street
Alexandria, VA 22314

Miguel Zarraga
Treasurer

9718 Locust Hill Drive
Great Falls, VA 22006

Murray Ackerman
Assistant Secretary

47 Cheryl Road
North Massapequa, NY 11758

Allana Sears
Assistant Secretary

2701 Park Center Drive
Apartment #B-607
Alexandria, VA 22302

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.....22703..... Annual Report for the year.....1986.....

FIRST: The name of the corporation is.....KAY JEWELERS, INC.....

SECOND: It is incorporated under the laws of.....DELAWARE.....

THIRD: Character of business, briefly stated, is.....RETAIL JEWELRY.....

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

1209 ORANGE ST, WILMINGTON, DE. 19801

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

111 WESTMINSTER ST, PROVIDENCE, R.I. 02903

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

Name

Office

Address (including number, street, zip code)

Director

SEA

Director

ATTACHING

Director

LISTING

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

200,000

PREFERRED

\$1.00

10,000,000

COMMON

\$1.00

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

5,100,000

COMMON

\$1.00

Dated.....FEB. 4..... 19 86.....

APR 05 1986

(Report must be signed by an officer)

KAY JEWELERS, INC.

(Name of Corporation)

By

John F. Kosik

Title

SECRETARY

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

Anthonie C. van Ekris
DIRECTOR, Chairman of the Board of Directors
and Chief Executive Officer

Wall Street Plaza
New York, NY 10005

Joerg Bucherer
DIRECTOR

Bucherer A.G.
Schoenbuehl
Postfach 870
CH-6002, Luzern, Switzerland

Whitney I. Gerard
DIRECTOR

30 Rockefeller Plaza
New York, NY 10112

Hugh K. Joyce
DIRECTOR

25 Birch Lane
Greenwich, CT 06830

Oliver Stahel
DIRECTOR

Stahel Hardmeyer A.G.
Susenbergstrasse 108
P.O. Box 145
CH-8044 Zurich, Switzerland

Michael R. Lavington
DIRECTOR, President and Chief Operating Officer

501 South Fairfax Street
Alexandria, VA 22314

Harry Braverman
Senior Vice President

54 Nob Court
New Rochelle
New York, NY 10804

John Rambo
Senior Vice President

9822 Natick Road
Burke, VA 22015

Joe Bernstein
Senior Vice President

6502 Heather Brook Court
McLean, VA 22101

Roldan Fernandez
Vice President and Chief Financial Officer

5550 Columbia Pike, #351
Arlington, VA 22204

Harold Schlackman
Vice President

4823 Candace Lane
Annandale, VA 22003

William Heide
Vice President

400 Madison Street, #1604
Alexandria, VA 22314

Frank Schmidt
Vice President

1391 Old Quincy Lane
Reston, VA 22090

William T. Sharp
Vice President

114 Heather Drive
New Canaan, CT 06840

John F. Kosik
Vice President, Secretary & General Counsel

119 South Fairfax Street
Alexandria, VA 22314

Miguel Zarraga
Treasurer

9718 Locust Hill Drive
Great Falls, VA 22006

Murray Ackerman
Assistant Secretary

47 Cheryl Road
North Massapequa, NY 11758

Allana Sears
Assistant Secretary

2701 Park Center Drive
Apartment #B-607

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

22703

Annual Report for the year 1985

FIRST: The name of the corporation is KAY JEWELERS, INC

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL JEWELRY

FOURTH: If foreign corporation, address of its principal office

1209 ORANGE ST., WILMINGTON, DE 19801

FIFTH: Business address in Rhode Island

111 WESTMINSTER ST., PROVIDENCE, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
------	--------	---------

	Director	
--	----------	--

	Director	
--	----------	--

SEE ATTACHED

	Director	
--	----------	--

LISTING

	President	
--	-----------	--

	Vice President	
--	----------------	--

	Secretary	
--	-----------	--

	Treasurer	
--	-----------	--

(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
20,000	PREFERRED		\$1,000
10,000	COMMON		\$1

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	5% PREFERRED		\$1,000
3,000	6 3/4% Preferred		\$1,000
2,100	COMMON		\$1

Dated: Feb 7, 1985

KAY JEWELERS, INC
(Name of Corporation)

RECEIVED MAR

1985

By

Title

(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

JULY 1, 1984

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

A. C. VAN EKRIS, <u>DIRECTOR</u>	HILLTOP PLACE RYE, NY 10580
WHITNEY I. GERARD, <u>DIRECTOR</u>	940 PARK AVENUE NEW YORK, NY 10028
HUGH K. JOYCE, <u>DIRECTOR</u>	BIRCH LANE GREENWICH, CT 06830
OLIVER STAHEL, <u>DIRECTOR</u>	28 SCHLOSSBERGSTRASSE CH-8702 ZOLLIKON ZURICH, SWITZERLAND
M. R. LAVINGTON, <u>DIRECTOR</u> , PRESIDENT	501 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
JOHN RAMBO, EXECUTIVE VICE PRESIDENT	9822 NATICK ROAD BURKE, VA 22015
JOE BERNSTEIN, EXECUTIVE VICE PRESIDENT	6502 HEATHER BROOK COURT MCLEAN, VA 22101
JOHN C. BELKNAP, VICE PRESIDENT	280 STANWICH ROAD GREENWICH, CT 06830
ROLDAN FERNANDEZ, VICE PRESIDENT & CHIEF FINANCIAL OFFICER	5550 COLUMBIA PIKE, #351 ARLINGTON, VA 22204
MORRIS REDDICK, VICE PRESIDENT	1700 OLD STAGE ROAD ALEXANDRIA, VA 22308
JOHN F. KOSIK, VICE PRESIDENT, ASSISTANT SECRETARY	119 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
ALLANA SEARS, SECRETARY	2701 PARK CENTER DR., #B-607 ALEXANDRIA, VA 22302
MIGUEL ZARRAGA, TREASURER	9718 LOCUST HILL DRIVE GREAT FALLS, VA 22066
MURRAY ACKERMAN, ASSISTANT SECRETARY	47 CHERYL ROAD NORTH MASSAPEQUA, NY 11758

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 KAY JEWELERS, INC

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL JEWELRY

FOURTH: If foreign corporation, address of its principal office

1209 ORANGE ST., WILMINGTON, DE 19801

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 111 WESTMINSTER ST., PROVIDENCE, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
	Director	
SEE ATTACHED	Director	
LISTING	President	
	Vice President	
	Secretary	
	Treasurer	

(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
20,000	PREFERRED		\$1,000
10,000	COMMON		\$1

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	5% PREFERRED		\$1,000
3,000	6 3/4% PREFERRED		\$1,000
2,100	COMMON		

Dated: Oct 26,

1984

KAY JEWELERS, INC
(Name of Corporation)

By Deanna Sears

Title Secretary

(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

JULY 1, 1984

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

C. VAN EKRIS, <u>DIRECTOR</u>	HILLTOP PLACE RYE, NY 10580
WITNEY I. GERARD, <u>DIRECTOR</u>	940 PARK AVENUE NEW YORK, NY 10028
WILLIAM K. JOYCE, <u>DIRECTOR</u>	BIRCH LANE GREENWICH, CT 06830
JOHN R. STAHEL, <u>DIRECTOR</u>	28 SCHLOSSBERGSTRASSE CH-8702 ZOLLIKON ZURICH, SWITZERLAND
JOHN R. LAVINGTON, <u>DIRECTOR</u> , PRESIDENT	501 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
JOHN RAMBO, EXECUTIVE VICE PRESIDENT	9822 NATICK ROAD BURKE, VA 22015
JOHN DE BERNSTEIN, EXECUTIVE VICE PRESIDENT	6502 HEATHER BROOK COURT MCLEAN, VA 22101
JOHN C. BELKNAP, VICE PRESIDENT	280 STANWICH ROAD GREENWICH, CT 06830
JOSE L. FERNANDEZ, VICE PRESIDENT & CHIEF FINANCIAL OFFICER	11655 CAPTAIN RHETT LANE FAIRFAX STATION, VA 22039
MORRIS REDDICK, VICE PRESIDENT	1700 OLD STAGE ROAD ALEXANDRIA, VA 22308
JOHN F. KOSIK, VICE PRESIDENT, ASSISTANT SECRETARY	119 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
BARBARA SEARS, SECRETARY	2701 PARK CENTER DR., #B-607 ALEXANDRIA, VA 22302
JOSE L. ZARRAGA, TREASURER	9718 LOCUST HILL DRIVE GREAT FALLS, VA 22066
MURRAY ACKERMAN, ASSISTANT SECRETARY	222 NASSAU BOULEVARD WEST HEMPSTEAD NEW YORK, NY 11552

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 KAY JEWELLERS, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL JEWELRY

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

100 W. 10TH ST. WILMINGTON, DE 19801

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address)

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
	Director	
	Director	
<u>SEE ATTACHED LISTING</u>	President	
	Vice President	
	Secretary	
	Treasurer	

(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
<u>20,000</u>	<u>PREFERRED</u>		<u>\$ 1,000</u>
<u>10,000</u>	<u>COMMON</u>		<u>PI</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>10,000</u>	<u>5% PREFERRED</u>		<u>\$ 1,000</u>
<u>3,000</u>	<u>6 3/4% PREFERRED</u>		<u>\$ 1,000</u>
<u>2,100</u>	<u>COMMON</u>		<u>PI</u>

Dated: FEB 28 19 83

KAY JEWELLERS, INC.
(Name of Corporation)

By Allen Sears

Title SECRETARY

(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

JANUARY 1, 1

2/1

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

A. C. VAN EKRISS, DIRECTOR	HILLTOP PLACE RYE, NY 10580
M. R. LAVINGTON, DIRECTOR, CHAIRMAN OF THE BOARD	501 SOUTH FAIRFAX ST ALEXANDRIA, VA 22301
HARRY BRAVERMAN, DIRECTOR	54 NOB COURT NEW ROCHELLE NEW YORK, NY 10804
CECIL R. ROYAL, DIRECTOR, PRESIDENT	14925 WATERWAY DRIVE ROCKVILLE, MD 20853
JOHN RAMBO, DIRECTOR, EXECUTIVE VICE PRESIDENT	9822 NATICK ROAD BURKE, VA 22015
JOHN C. BELKNAP, DIRECTOR, VICE PRESIDENT	280 STANWICH ROAD GREENWICH, CT 06830
JOE BERNSTEIN, EXECUTIVE VICE PRESIDENT	6502 HEATHER BROOK C MCLEAN, VA
JOHN F. KOSIK, VICE PRESIDENT, ASSISTANT SECRETARY	119 SOUTH FAIRFAX ST ALEXANDRIA, VA 22314
MORRIS REDDICK, VICE PRESIDENT	1700 OLD STAGE ROAD ALEXANDRIA, VA 22304
ROLAND FERNANDEZ, ^{Vice President} TREASURER, CHIEF FINANCIAL OFFICER	6131 COVERED BRIDGE F BURKE, VA 22015
ALLANA SEARS, SECRETARY	5850 CAMERON RUN TER ALEXANDRIA, VA 22303
MURRAY ACKERMAN, ASSISTANT SECRETARY	222 NASSAU BOULEVARD WEST HEMPSTEAD NEW YORK, NY 11552
MIGUEL ZARRAGA, ASSISTANT TREASURER	6529 BYRNES DRIVE MCLEAN, VA 22101

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 1982

FIRST: The name of the corporation is Kay Jewelers, Inc.

SECOND: It is incorporated under the laws of Delaware

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

FOURTH: If foreign corporation, address of its principal office

100 West 10th St. Wilmington, Delaware, 19801

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 111 Westminster St. Providence, R. I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

See Attached

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20,000	Preferred		\$1.000
10,000	Common		\$1

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	5% Preferred		\$1.000
3,000	6 3/4% Preferred		\$1.000
2,100	Common		\$1

Dated: Feb 17, 1982

Kay Jewelers, Inc.
(Name of Corporation)

By X William J. Lewis
Title Secretary

(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

JANUARY 1, 1982

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

A. C. VAN EKRIS, DIRECTOR, CHAIRMAN OF THE BOARD	HILLTOP PLACE RYE, NY 10580
M. R. LAVINGTON, DIRECTOR, PRESIDENT, CHIEF EXECUTIVE OFFICER	501 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
HARRY BRAVERMAN, DIRECTOR	54 NOB COURT NEW ROCHELLE NEW YORK, NY 10804
JOHN RAMBO, DIRECTOR, VICE PRESIDENT	9822 NATICK ROAD BURKE, VA 22015
CECIL R. ROYAL, DIRECTOR, VICE PRESIDENT	14925 WATERWAY DRIVE ROCKVILLE, MD 20853
JOHN C. BELKNAP, DIRECTOR, VICE PRESIDENT	280 STANWICH ROAD GREENWICH, CT 06830
ROLDAN FERNANDEZ, TREASURER, CHIEF FINANCIAL OFFICER	6131 COVERED BRIDGE ROAD BURKE, VA 22015
JOHN F. KOSIK, VICE PRESIDENT, ASSISTANT SECRETARY	119 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
LOU PERULLO, VICE PRESIDENT	707 SOUTH LEE STREET ALEXANDRIA, VA 22314
WALTER STACEVICH, VICE PRESIDENT	2751 CARTER FARM COURT ALEXANDRIA, VA 22306
MORRIS REDDICK, VICE PRESIDENT	1700 OLD STAGE ROAD ALEXANDRIA, VA 22308
ALLANA SEARS, SECRETARY	5850 CAMERON RUN TERRACE, #1405 ALEXANDRIA, VA 22303
MURRAY ACKERMAN, ASSISTANT SECRETARY	222 NASSAU BOULEVARD WEST HEMSTEAD NEW YORK, NY 11552
MIGUEL ZARRAGA, ASSISTANT TREASURER	6529 BYRNES DRIVE MCLEAN, VA 22101

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

1981

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 Kay Jewels, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is
111 Westminster Street, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is
C.T. Corporation System

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 100 West Jorch Street Wilmington, Delaware 19801

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

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

Name	Office	Address
(See attached)	Director	
	Director	
	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	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	Series	Par Value per Share or Statement that Shares are without Par Value
20,000	preferred	20	1.00 00
10,000	Common	81	1.00

APR 23 1981
BP

1131A140000150081

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>
2,100	Common	-	1.00
10,000	preferred	570	1,000.00
3,000	preferred	6 3/4%	1,000.00

Dated March 1, 1981 City of San Francisco
(NAME OF CORPORATION)
 By Robert L. Bay
 Its V.P. Secy.

7

MARCH, 1981

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

A. C. VAN EKRIIS, DIRECTOR, CHAIRMAN OF THE BOARD	HILLTOP PLACE RYE, NEW YORK 10580
M. R. LAVINGTON, DIRECTOR, PRESIDENT, CHIEF EXECUTIVE OFFICER	501 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
HARRY BRAVERMAN, DIRECTOR	54 NOB COURT NEW ROCHELLE NEW YORK, NY 10804
JOHN RAMBO, DIRECTOR, VICE PRESIDENT	9822 NATICK ROAD BURKE, VA 22015
CECIL R. ROYAL, DIRECTOR, VICE PRESIDENT	14925 WATERWAY DRIVE ROCKVILLE, MD 20853
H. G. SCHRAGER, DIRECTOR, VICE PRESIDENT	4026 DOWNING STREET ANNANDALE, VA 22003
JOHN C. BELKNAP, DIRECTOR, VICE PRESIDENT	280 STANWICH ROAD GREENWICH, CT 06830
ARNOLD LEVY, VICE PRESIDENT, TREASURER, CHIEF FINANCIAL OFFICER	11325 BEDFORDSHIRE AVENUE POTOMAC, MD 20854
JOHN F. KOSIK, VICE PRESIDENT, ASSISTANT SECRETARY	119 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
LOU PERULLO, VICE PRESIDENT	707 SOUTH LEE STREET ALEXANDRIA, VA 22314
WALTER STACEVICH, VICE PRESIDENT	2751 CARTER FARM COURT ALEXANDRIA, VA 22306
MORRIS REDDICK, VICE PRESIDENT	1700 OLD STAGE ROAD ALEXANDRIA, VA 22308
ALLANA SEARS, SECRETARY	5850 CAMERON RUN TERRACE, #1405 ALEXANDRIA, VA 22303
MURRAY ACKERMAN, ASSISTANT SECRETARY	222 NASSAU BOULEVARD WEST HEMSTEAD NEW YORK, NY 11552
MIGUEL ZARRAGA, ASSISTANT TREASURER	6529 BYRNES DRIVE MCLEAN, VA 22101

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**

1980

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 Kay Jewelers, Inc.

SECOND: It is incorporated under the laws of Delaware

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

111 Westminster Street, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is

C.T. Corporation System

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 100 West Tenth Street
Wilmington, Delaware

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

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

Name	Office	Address
	Director	
<u>(See attached)</u>	Director	
	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	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	Series	Par Value per Share or Statement that Shares are without Par Value
10,000	Common	1	\$ 1.00
20,000	Serial preferred	(3%)	\$ 1,000.00
<u>20,000</u>	Serial preferred	(3 3/4%)	\$ 1,000.00
		09.....1500	
		00A14.....1500B1	

MAR 12 1980

40

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>
2,100	common		\$ 1.00
10,000	preferred	5 ¹ / ₂	\$ 1000.00
3,000	preferred	6 ³ / ₄	\$ 1,000.00

Dated Feb 12, 1980

Kay Jewelers, Inc.
(NAME OF CORPORATION)

By William Saur
its Secretary

JANUARY, 1980

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

A. C. VAN EKRIS, DIRECTOR, CHAIRMAN OF THE BOARD	HILLTOP PLACE RYE, NEW YORK 10580
M. R. LAVINGTON, DIRECTOR, PRESIDENT, CHIEF EXECUTIVE OFFICER	501 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
HARRY BRAVERMAN, DIRECTOR	54 NOB COURT NEW ROCHELLE NEW YORK, NY 10804
JOHN RAMBO, DIRECTOR, VICE PRESIDENT	9822 NATICK ROAD BURKE, VA 22015
CECIL R. ROYAL, DIRECTOR, VICE PRESIDENT	14925 WATERWAY DRIVE ROCKVILLE, MD 20853
H. G. SCHRAGER, DIRECTOR, VICE PRESIDENT	4026 DOWNING STREET ANNANDALE, VA 22003
JOHN C. BELKNAP, DIRECTOR, VICE PRESIDENT	280 STANWICH ROAD GREENWICH, CT 06830
ARNOLD LEVY, VICE PRESIDENT, TREASURER, CHIEF FINANCIAL OFFICER	11325 BEDFORDSHIRE AVENUE POTOMAC, MD 20854
JOHN F. KOSIK, VICE PRESIDENT, ASSISTANT SECRETARY	119 SOUTH FAIRFAX STREET ALEXANDRIA, VA 22314
LOU PERULLO, VICE PRESIDENT	707 SOUTH LEE STREET ALEXANDRIA, VA 22314
WALTER STACEVICH, VICE PRESIDENT	801 NORTH PITT STREET, #316 ALEXANDRIA, VA 22314
ALLANA SEARS, SECRETARY	5850 CAMERON RUN TERRACE, #1405 ALEXANDRIA, VA 22303
MURRAY ACKERMAN, ASSISTANT SECRETARY	222 NASSAU BOULEVARD WEST HEMSTEAD NEW YORK, NY 11552
MIGUEL ZARRAGA, ASSISTANT TREASURER	6529 BYRNES DRIVE MCLEAN, VA 22101

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

1979

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 Kay Jewelers, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, R.I. 02903
and the name of its registered agent in Rhode Island at such address is CT Corporation System

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 100 West Tenth Street Wilmington, Delaware

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

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

Name	Office	Address
(see attached)	Director	
	Director	
	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	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	Series	Par Value per Share or Statement that Shares are without Par Value
10,000	Common	2679	\$ 1.00
20,000	series preferred	5770A14000015008L	\$ 1000.00

FEB 20 1979

111

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>
2100	Common		\$1.00
10,000	Serial preferred	¹ / ₂ 5% Cumulative	\$1000.00

Dated Feb 14, 1979

Kay Jewelers, Inc.

(NAME OF CORPORATION)

By

Allan Sears,

Its

Secretary

NAMES AND ADDRESSES OF OFFICERS & DIRECTORS OF
KAY JEWELERS, INC.

M. R. LAVINGTON, PRESIDENT & DIRECTOR	501 S. FAIRFAX STREET ALEXANDRIA, VA 22314
HAROLD G. SCHRAGER, VICE PRESIDENT & DIRECTOR	4026 DOWNING STREET ANNANDALE, VA 22003
CECIL R. ROYAL, VICE PRESIDENT & DIRECTOR	14925 WATERWAY DRIVE ROCKVILLE, MD 20853
JOHN RAMBO, VICE PRESIDENT <i>Director</i>	8526 GWYNEDD WAY SPRINGFIELD, VA 22153
ROBERT COX, VICE PRESIDENT	7820 ELBA ROAD ALEXANDRIA, VA 22306
DONG S. SUH, VICE PRESIDENT & DIRECTOR	11 PINE HOLLOW COURT GREENLAWN, NEW YORK 11740
LOU PERULLO, VICE PRESIDENT	211 FRANKLIN STREET ALEXANDRIA, VA 22314
JOHN F. KOSIK, VICE PRESIDENT & ASST. SECRETARY	119 S. FAIRFAX STREET ALEXANDRIA, VA 22314
ALLANA SEARS, SECRETARY	5850 CAMERON RUN TERRACE ALEXANDRIA, VA 22303
MURRAY ACKERMAN, ASST. SECRETARY	222 NASSAU BOULEVARD WEST HEMPSTEAD NEW YORK, NEW YORK 11552
JOHN C. BELKNAP, VICE PRESIDENT/TREAS. & DIRECTOR	408 N. ST. ASAPH STREET ALEXANDRIA, VA 22314
A. C. VAN EKRIS, DIRECTOR	HILLTOP PLACE RYE, NEW YORK 10580

Harry Brannen, Director

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

1978

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 Kay Jewelers, Inc

SECOND: It is incorporated under the laws of Delaware

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

111 Westminister Street, Providence 02903

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

CT Corporation System

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 100 West Sixth Street

Wilmington, Delaware

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

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

Name	Office	Address
Cecil H. Royal	Director/v.p.	320 King St Alex VA 22314
Dong S. Suk	Director/v.p.	" " " "
A.C. van Ekus	Director	" " " "
	Director	" " " "
	Director	" " " "
M. A. Livingston	President/Dur	320 King St Alex VA 22314
Harold H. Schrago	Vice President/Dur	" " " "
Allan S. Sears	Secretary	" " " "
John C. Belknap	Treasurer/v.p./Dur	" " " "

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 27 Series	Par Value per Share or Statement that Shares are without Par Value
10,000	Common	78	\$1.00
20,000	Serial Preferred	7597B14.....1500BL	\$1000.00

MAR 7 1978

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
2100	Common		\$ 1.00
10,000	Serial Preferred	5% Cumulative	\$ 1000.00

Dated Feb. 28, 1978

Kay Jewelers Inc.
(NAME OF CORPORATION)

By

Adlene Sene

Its Secretary

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

1977

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 *Kay Jewelers, Inc*

SECOND: It is incorporated under the laws of *Delaware*

THIRD: The address of its registered office in Rhode Island is
111 West Minister Street, Providence 02903

and the name of its registered agent in Rhode Island at such address is *C. T. Corporation System,*

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 *100 West Tenth Street Wilmington, Delaware 19809*

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is *Retail Jewellery*

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

Name	Office	Address
<i>C. R. Royal</i>	Director	<i>320 King Street. Alex. Va. 22314</i>
<i>A. C. Van Ekris</i>	Director	<i>" " " " " "</i>
<i>D. S. Suh</i>	Director	<i>" " " " " "</i>
	Director	
	Director	
	Director	
<i>M. R. Livingston</i>	President / Dir.	<i>320 King St. Alex. Va. 22314</i>
<i>H. G. Schrage</i>	Vice President / Dir.	<i>" " " " " "</i>
<i>D. Sears</i>	Secretary	<i>" " " " " "</i>
<i>J. C. Belknap</i>	Treasurer / v.p. / Dir.	<i>" " " " " "</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
<i>10,000</i>	<i>Common</i>		<i>\$ 1.00</i>

MAR 7 1977

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>
2,100	Common	-	\$ 1.00

Dated Feb 24, 1977

Kay Jewelers Inc
(NAME OF CORPORATION)

By x Allen Sears
Its Secretary

Filing fee: \$15.00

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

827

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

ANNUAL REPORT
OF

1976

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 Key Jewelers Inc.

SECOND: It is incorporated under the laws of Delaware.

THIRD: The address of its registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island.

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

C.T. Corporation System.

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 100 West Tenth Street, Wilmington, Delaware.

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

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

Name	Office	Address
A. C. Van Klee	Director	320 King Street, Alexandria, Va 2231
D. S. Sub	v.p./Director	" " " " "
H. G. Schrage	v.p./Director	" " " " "
C. D. Kaufman	Director	" " " " "
C. R. Rayle	v.p./Director	" " " " "
	Director	
M. R. Lavinlon	by/President	" " " " "
M. Baskin	by/Vice President	" " " " "
Alana Sears	Secretary	" " " " "
J. C. BELKNAP	by/v.p./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

Series

Par Value per Share
or Statement that
Shares are without
Par Value

10,000

Common

21.00

MAR 17 1976

RT

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>
2140	Common		\$ 1.00

Dated 2/27/1976

Kay Jewelers Inc,
(NAME OF CORPORATION)

By

William Sears
Its Secretary.