

Filing fee: \$15.00

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

22770 ✓

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 Sarah Coventry, Incorporated

SECOND: It is incorporated under the laws of Delaware

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

FOURTH: If foreign corporation, address of its principal office

Sarah Coventry Parkway, Newark, New York 14593

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) C/O CT Corporation System, 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
Bennett S. LeBow	Director	Sarah Coventry PKwy., Newark, N.Y. 14593
	Director	
	Director	
Bennett S. LeBow	President	Sarah Coventry, Pkwy., Newark, N.Y. 14593
Gerald E. Sauter	Vice President	Sarah Coventry PKwy., Newark, N.Y. 14593
Burton N. Bromson	Secretary	Sarah Coventry Pkwy., Newark, N.Y. 14593
	Treasurer	

(If additional space is needed, attach rider)

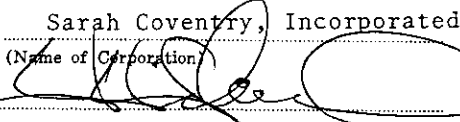
SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
50,000	Preferred		\$100.00
1,000	Common		\$ 1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
50,000	Preferred		\$100.00
100	Common		\$ 1.00

Dated: January 25, 19 85

Sarah Coventry, Incorporated
(Name of Corporation)
By 
Title Vice President, Finance

RECEIVED MAR 1985

(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