

No. C 119038

Due no later than April 30, 2005
Annual Report Form2. Registered Agent and Office **NO PO BOX**

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

1. Mailing Address - Correct in this box, if applicable

CBGM, INC.
LARRY READ
650 E SONATA LANE
MERIDIAN, ID 83642LARRY READ
650 E SONATA LANE
MERIDIAN, ID 83642**NO FILING FEE IF
RECEIVED BY DUE DATE**3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	Ray Bleser	1607 Union St.	Schenectady	NY	12309
Secretary	Ralph Girnin	Sawgrass Mills Shop Ctr. 12801 W. Sunrise Blvd. #749	Sunrise	FL	33322

All of the names on the attached list are Directors of CBGM

5. Organized Under the Laws of:

IDAHO
C 119038

6.

Signature

Name (Typed or
Printed)

Larry Read

Date

3/2/05

Title Reg. Agent

Issued 02/01/2005

Do Not Tape or Staple

200504004478

**CONTINENTAL BUYING GROUP, INC.
MEMBERSHIP ROSTER AS OF 02/28/05
TOTAL NUMBER OF MEMBERS - 76**

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MEMBER'S	ADDRESS	PHONE/FAX
3) ALTER'S GEM JLRY CO. dennisalt@conet.net	DENNIS ALTER 3155 DOWLEN RD. BEAUMONT, TX 77706	(409) 861-3005 (409) 861-0186 FAX
4) BAILEY'S JLRY tammieh@baileysfinejewelry.com	CLYDE BAILEY 2621 SUNSET AVE. P.O. BOX 7989 ROCKY MOUNT, NC 27804-0981	(252) 937-8739 (252) 451-1892 FAX
2) BECKER'S JLRY, CORP. d/b/a Becker's Diamonds & Fine Jtry. seth@beckers.com	PAUL, RISA, SCOTT, SETH BECKER 45 S. MAIN ST. SUITE 310 WEST HARTFORD, CT 06107	(860) 233-3685 (860) 236-8356 FAX
1) BECKY BEAUCHINE KULKA, INC. bbk@voyager.net	BECKY BEAUCHINE KULKA 3544 MERIDIAN CR SUITE 150 OKEMOS, MI 48864-4583	(517) 347-4000 (517) 347-1496 FAX
7) BOND & CO. JLRY., INC. bonddiamonds@aol.com	MARVIN SHAVLAN 333 3 rd AVENUE N. SUITE 500 ST. PETERSBURG, FL 33701	(727) 821-2581 (727) 821-6733 FAX
1) BREMER C & R JLRY. INC. d/b/a BREMER JEWELRY Missy@BremerJewelry.com	RONDA L. DAILY 4707 N UNIVERSITY ST. PEORIA, IL 61614-5830	(309) 683-1024 (309) 683-1034 FAX
2) BRIAN MICHAELS INC. d/b/a BRIAN MICHAELS JLRS no e-mail address	BRIAN LEVINE c/o SUMMIT PARK MALL 6929 WILLIAMS RD NIAGARA FALLS, NY 14304	(716) 297-4366 (716) 297-7278 FAX

MEMBERSHIP LIST

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<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
11) BRODKEY BROTHERS, INC. d/b/a BRODKEY'S JLRS. <u>sbrodkey@brodkeys.com</u> mbrodkey@brodkeys.com.	SHERMAN BRODKEY 12165 W. CENTER ROAD SUITE #73 OMAHA, NE 68144	(402) 330-9800 (402) 697-0603 FAX
11) BROWNLEE JEWELERS d/b/a BROWNLEE JLRS. qharley@aol.com	HAROLD ROUSSO 4108 PARK ROAD SUITE 300 CHARLOTTE, NC 28209	(704) 527-0095 (704) 527-2233 FAX
2) BUTLER TRUAX JEWELERS <u>jim@rogerbutlerjewelers.com</u>	JIM TRUAX 121 BROAD STREET P.O. BOX 1118 SELMA, AL 36702-1118	(334) 874-4616 (334) 872-0081 FAX
6) C.D. PEACOCK/ S.A. PECK hmeza@cdpeacock.com	HELENE TOMASIAN 172 OAKBROOK CTR. OAK BROOK, IL 60523	(312) 977-0025 (312) 977-0248 FAX
1) COLONIAL JEWELERS JEWELERS COLONIAL INC. infoatcolonialjewelers.com	JEFFREY HURWITZ 1 SOUTH MARKET STREET P.O. BOX 674 FREDERICK, MD 21701	(301) 663-9252 (301) 663-0223 FAX
7) CORBO JEWELERS, INC. SMCorbo@msn.com	STEVE CORBO 58 PARK AVENUE RUTHERFORD, NJ 07070	(201) 438-3855 (201) 438-3108 FAX
41) COREY'S JLRY. INC. coreysjlry@sbeglobal.net	ALVIN J. FOLAND 1301 COMBERMERE TROY, MI 48083	(248) 585-1848 (248) 585-4770 FAX

MEMBERSHIP LIST

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MEMBERS	ADDRESS	PHONE/FAX
2) DAVIS JEWELERS Daviscen@aol.com	HENRY E. DAVIS (HANK) 9901 FOREST GREEN BLVD. LOUISVILLE, KY 40223	(502) 212-0420 (502) 212-0426/7 FAX
1) THE DIAMOND CENTRE HALF TIME girnun@aol.com	FRANK GIRNUN SAWGRASS MILLS SHOP. CTR. 12801 W. SUNRISE BLVD. #749 SUNRISE, FL 33322	(954) 846-7181 (954) 846-7178 FAX
2) FINELL'S JEWELERS FinellsJewelers@earthlink.net	FRANK BOSNICH PLAZA CAMINO REAL 2525 EL CAMINO REAL #148 CARLSBAD, CA 92008	(760) 729-3325 (760) 747-2806 FAX
1) FREEDMAN JEWELERS no e-mail address	ERIC FREEDMAN 345 NEW YORK AVE. HUNTINGTON VILLAGE HUNTINGTON, NY 11743	(631) 423-2000 (631) 673-4466 FAX
11) G.M.POLLACK & SONS Jennifer@gmpollack.com	STAN POLLACK 600 ROUNDWOOD DRIVE SCARBORO, ME 04074	(207) 883-8455 (207) 883-1012 FAX
1) GARCIA & CO. mark@garciajewelers.com	MARK GARCIA 4540 E. MAIN FARMINGTON, NM 87402	(505) 326-7353 (505) 326-2898 FAX
1) GEORGE WALTON'S GOLD & DIAMOND CO. INC. Gandd@alaska.net	GEORGE WALTON 4300 SEWARD HWY. ANCHORAGE, AK 99503	(907) 562-2571 (907) 562-7778 FAX
2) GINGER'S JEWELRY roanokediamond@aol.com	GINGER MUMPOWER 1414 TOWNE SQUARE BLVD. ROANOKE, VA 24012	(540) 563-5559 (540) 265-5691 FAX

MEMBERSHIP LIST

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MEMBERS	ADDRESS	PHONE/FAX
2) GOLD ASSOC. OF INDIANAPOLIS, INC. d/b/a BURLINGTON FINE JLRY. gemdave@comcast.net	DAVE DENNIS 10202 E. WASHINGTON ST. INDIANAPOLIS, IN 46229	(317) 899-1300 (317) 899-1309 FAX
1) GOLD CASTERS, INC. d/b/a GOLD CASTERS FINE JLRY.	BRAD LAWRENCE 430 S. WASHINGTON ST. BLOOMINGTON, IN 47401	(812) 332-1071 (812) 332-0671 FAX
2) GOODMAN & SONS JLRS. eric@goodmanandsons.com	ERIC GOODMAN 1114 W. MERCURY BLVD.. HAMPTON, VA 23666	(757) 838-2328 (757) 826-8729 FAX
1) GRAFF JEWELERS NEW d/b/a Luisa Graff Diamonds & Jlr.s. luisagraff@aol.com	A. LUISA GRAFF 4663 CENTENNIAL BLVD. COLORADO SPRINGS, CO 80919	(719) 260-0100 (719) 260-1312 FAX
6) GRIFFIN'S JEWELERS mggriffin@earthlink.net	TRAVIS GRIFFIN 704 E. BATTLE STREET TALLADEGA, AL 35160	(256) 362-5282 (256) 362-5858 FAX
2) GROGAN JEWELERS, INC. jwklos@hiwaay.net	JAY W. KLOS 126 N. COURT ST. FLORENCE, AL 35630	(256) 764-4013 (256) 767-6393 FAX
5) HALTOM'S JEWELERS larowe@haltoms.com	I. JACK MILLER, JR. 317 MAIN STREET FT. WORTH, TX 76102	(817) 336-4051 (817) 336-0064 FAX
1) HAROLD JAFFE JLRS. Ivan@haroldjaffecom	JEFF JAFFE 4211 TALMADGE ROAD TOLEDO, OH 43623	(419) 472-4480 (419) 472-3650 FAX

MEMBERSHIP LIST

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MEMBERS	ADDRESS	PHONE/FAX
1) HARRIS JEWELERS harrisjeweler.who.rtr.com	MARK HARRIS Troy West Plaza 2343 W. Main Street TROY, OH 45373	(937) 335-0055 (937) 335-9644 FAX
2) HOWARD'S JEWELERS d/b/a HOWARD'S JLRY. & LOAN TerryH@Howardsjewelryandloan.com	HOWARD HURWITZ 6333 PEARL ROAD PARMA HTS. OHIO 44130	(440) 843-6800 (440) 887-1480 FAX
2) LN. POLLOCK INC. d/b/a POLLOCK JEWELERS pollock147@mrmicro.net	CLAYTON HILL 1536 WINCHESTER AVE. ASHLAND, KY 41101	(606) 324-3197 (606) 325-4947 FAX
1) J. ALBERT JOHNSON dakav8@optonline.net	DAVID KISELSTEIN 1957 BLACK ROCK TURNPIKE FAIRFIELD, CT 06825	(203) 334-4680 (203) 334-5530 FAX
2) J. R DUNN JLRS. info@jrdunn.com	J.R. DUNN 4210 NORTH FEDERAL HWY. LIGHTHOUSE POINT, FL 33064	(954) 782-5000 (954) 782-6904 FAX
2) JACQUES JEWELERS, INC. d/b/a JACQUES JEWELERS kam@digdat.com	KURT MERCHANT LIBERTY FAIR MALL 240 COMMONWEALTH BLVD. MARTINSVILLE, VA 24112	(276) 632-8435 (276) 632-1298 FAX
1) JEWELRY STUDIO jwlstudio@aol.com	GREG METZLER 250 96 th Street STONE HARBOR, NJ 08247	(609) 967-4653 (609) 967-4414 FAX
1) JOHNSON JEWELERS	RANDY JOHNSON 5860 NORTH MESA SUITE 118 EL PASO, TX 79912	(915) 833-1415 (915) 833-3372 FAX

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<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
1) JUSTICE JEWELERS justice@dialnet.net	WOODY JUSTICE 3520 E. BATTLEFIELD RD. SPRINGFIELD, MO 65809	(417) 881-0551 (417) 881-2063 FAX
1) KELLEY JEWELERS kelley@kelleyjewelers.com	KRISTIN KELLEY 107 WEST MAIN STREET WEATHERFORD, OK 73096	(580) 772-2341 (580) 772-8705 FAX
4) KESSLER'S DIA. CTR. JimB@Kesslers.us AdamA@Kesslers.us	KDC PLASTICS RICHARD KESSLER N 56 W16688 RIDGEWOOD DR. MENOMONEE FALLS, WI 53051	(262) 703-0700 (262) 703-0704 FAX
16) KEVIN JEWELERS JEWELRY EXPRESS, INC. info@kevinjewelers.com	KEVIN BRAL 550 S. HILL STREET SUITE 1150 LOS ANGELES, CA 90012	(213) 622-8900 (213) 622-4035 Fax
1) KING FURS & FINE JLRY Sballin@KingFurs&FineJewelry.com	M.J. "BUDDY" BALLIN 4568 POPLAR MEMPHIS, TN 38117	(901) 767-5464 (901) 763-4568 FAX
50) KING'S JEWELRY Dale@Kingsjewelry.com	DALE PERELMAN 26 E. WASHINGTON STREET NEW CASTLE, PA 16101	(724) 654-5531 (724) 654-5814 FAX
2) KINGOFFS, INC. kingoffs@worldnet.att.net	MICHAEL KINGOFF 1409 AUDUBON BLVD. WILMINGTON, NC 28403	(910) 799-2100 (910) 799-3470 FAX

MEMBERSHIP LIST

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MEMBERS	ADDRESS	PHONE/FAX
1) KRUCKEMEYER & COHN MEJ1895@aol.com	ROGER M. LEVI 944 N. BURKHARDT ROAD EVANSVILLE, IN 47715 P.O. BOX 8008 EVANSVILLE, IN 47716-8008 800 N. GREEN RIVER RD. (DELIVERIES) EVANSVILLE, IN 47715	(812) 474-3174 (812) 474-3169 FAX
3) LA ROG JEWELERS ROGOWAY BROTHERS INC. gems@larog.com	DAVE ROGOWAY 7724 S.E. ASPEN SUMMIT DR. SUITE 205 PORTLAND, OR 97266	(503) 223-5051 (503) 222-6829 FAX
2) LASKER JEWELERS nicole@laskers.com hans@laskers.com info@laskers.com	CHARLES LASKER 3705 S. OAKWOOD MALL DR. EAU CLAIRE, WI 54701	(715) 835-5914 (715) 835-2070 FAX
1) LAURAY'S JEWELERS, INC. mark@laurays.com	MARK FLEISCHNER 402 CENTRAL AVENUE HOT SPRINGS, AR 71901-3555	(501) 321-2441 (501) 321-4259 FAX
1) LEE READ JLRS. LarryRead@LeeRead.com	LARRY READ 650 E SONATA LANE MERIDIAN, ID 83642	(208) 376-8800 (208) 376-8801 FAX
3) LENNON'S/W.B. WILCOX stephen@lennonsjewelers.com	STEPHEN LENNON 4571 COMMERCIAL DRIVE NEW HARTFORD, NY 13413	(315) 768-4200 (315) 768-7141 FAX
5) LEO ROBBINS & SONS d/b/a Robbins Diamonds robbins @r8w.com	JERRY ROBBINS 801 WALNUT STREET PHILADELPHIA, PA 19107	(215) 925-5120 (215) 923-0662 FAX

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MEMBER	ADDRESS	PHONE/FAX
3) LEVY JEWELERS fharkavy@levyjewelers.com	AARON LEVY P.O. BOX 10147 SAVANNAH, GA 31412 *SHIPMENTS ONLY GO TO** LEVY JEWELERS 101 EAST BROUGHTON ST. SAVANNAH, GA 31401	(912) 233-1163 (912) 238-2110 FAX
1) MARCUS DIAMONDS mar-diamonds@sbcglobal.net	SCOTT MARCUS 2014 45th Street Highland, IN 46322	(219) 924-8080 (219) 922-6009 FAX
1) MICHAEL GENOVESE DIAMONDS Joe@Genovesejewelry.com	BOB NICKLE 12460 OLIVE BLVD. CREVE COEUR, MO 63141	(314) 878-6203 (314) 878-1368 FAX
1) MINER'S NORTH JEWELERS Beth@MinersNorth.com	BETH & WAYNE GUNTZVILLER 222 E. Front Street TRAVERSE CITY, MI 49684	(231) 946-8528 (231) 946-3553 FAX
2) MONMOUTH JEWELRY CO. SJLevinson@ATT.net	STEVEN J. LEVINSON 1759 MONMOUTH ST. NEWPORT, KY 41071	(859) 261-0295 (859) 292-3371 FAX
7) MOODY'S JEWELRY E@Moodysjewelry.com	ERNEST MOODY 1137 S. HARVARD TULSA, OK 74112	(918) 834-3371 (918) 835-2084 FAX
2) NORTHEASTERN FINE JLRY lakers8788@aol.com	RAY BLESER 1607 UNION STREET SCHENECTADY, NY 12309	(518) 372-3604 (518) 372-0061 FAX
1) RAMSEY'S DIAMOND JLRS. Lori@ramseys.com	LORI RAMSEY 5700 VETERANS MEMORIAL BLVD. METAIRIE, LA 70003-1734	(504) 885-4653 (504) 888-0682 FAX

MEMBERSHIP LIST

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<u>MEMBER</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
1) ROMM & CO. <u>rommjewels@comcast.net</u>	ALEXANDER RYSMAN MICHAEL'S PLAZA 1280 BELMONT STREET BROCKTON, MA 02301	(508) 587-2533 (508) 587-8332 FAX
1) SCHNACKS JLRY. CO. d/b/a SCHNACKS FINE JLRY. <u>B.Carstens@Schnacks.com</u>	BILL CARSTENS 4001 JACKSON ST. P.O. BOX 11825 ALEXANDRIA, LA 71315-1825	(318) 445-1446 (318) 445-1449 FAX
1) SCHUMACHER DIAMOND <u>barney@schumacherdiamond.com</u>	BERNARD SCHUMACHER 619 RIVERWOOD DR. BISMARCK, ND 58504	(701) 255-2600 (701) 255-6908 FAX
1) SIEBKE-HOYT, INC. <u>tmhoyt723@yahoo.com</u>	JAY & TOM HOYT 4800 1 st Ave NE CEDAR RAPIDS, IA 52402	(319) 363-2003 (319) 363-0344 FAX
1) SITES JEWELERS, INC. <u>bill@sitesjewelers.com</u>	BILL SITES 2605 WILMA RUDOLPH BLVD. CLARKSVILLE, TN 37040-5845	(931) 552-1112 (931) 551-4832 FAX
1) SMYTH JEWELERS <u>Richard@albertsmyth.com</u>	MARK MOTES 2020 YORK ROAD TIMONIUM, MD 21093-3285	(410) 252-6666 (410) 252-2355 FAX
2) THE SOURCE <u>arasim1@aol.com</u> <u>j_simonian@hotmail.com</u>	ARA & JOHN SIMONIAN 3300 MONROE AVENUE ROCHESTER, NY 14618	(585) 385-6570 (585) 586-5856 FAX
7) SPENCE DIAMONDS, LTD. <u>dennis_tieu@shaw.ca</u>	SEAN JONES 410 - 550 W 6 th Ave. VANCOUVER, BC V5Z 1A1	(604) 739-9928 (604) 734-0210 FAX

MEMBERSHIP LIST

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<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
4) THE SPORN COMPANY perry@sporn.net	PERRY SPORN 100 SARATOGA VILLAGE BLVD. SUITE 12 MALTA, NY 12020	(518) 899-3331 (518) 899-4499 FAX
4) TRADITIONAL JLRS. no e-mail address	BOB MONTGOMERY 1200 EAST COUNTY LINE RD. SUITE 224 NORTH PARK MALL RIDGELAND, MS 39157	(601) 956-2388 (601) 956-4495 FAX
1) TRIGON CORP. d/b/a ROSS ELLIOTT JLRS. bill@rosselliottjewelers.com	BILL ELLIOTT 3401 S U.S. HWY. 41 TERRE HAUTE, IN 47802	(812) 232-0191/2 (812) 232-0192 FAX
3) VAN COTT JLRS. VanCott@Stny.rr.com	WILLIAM LEVINE 2433 VESTAL PARKWAY E. P.O. BOX 1277 VESTAL, NY 13851 - 1277	(607) 729-8700 (607) 729-8703 FAX
2) WM. PENN. DIST. INC. d/b/a TOPPER'S info@topperjewelers.com	BILL OR RUSS CAPLAN 1315 BURLINGAME AVE. BURLINGAME, CA 94010	(650) 348-0555 (650) 348-8201 FAX
4) WARE JEWELERS ronnie@warejewelers.com	RONNIE WARE 111 S. COLLEGE STREET AUBURN, AL 36830	(334) 821-7375 (334) 821-0383 FAX
1) WARNER CO. JEWELERS THE WARNER CO. INC. <u>Brenda@warnercompany.com</u>	CASEY STEPHENSON 5098 N PALM AVENUE FRESNO, CA 93704-2201	(559) 227-6173 (559) 227-5268 FAX
5) WEDDING DAY JEWELERS MARQUIS, INC. enginn@msn.com	DEAN NASIFOGLU 8320 CRYSTAL VIEW ROAD EDEN PRAIRIE, MN 55344	(952) 832-5212 (952) 832-5098 FAX