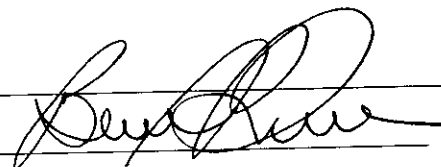


No. C 100712 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Jan 31, 2001 Annual Report Form 1. Mailing Address - Correct in this box, if applicable FINLAY FINE JEWELRY CORPORATION LEGAL DEPARTMENT 519 FIFTH AVE 6TH FL NEW YORK, NY 10017	2. Registered Agent and Office NO PO BOX NATIONAL CORPORATE RESEARCH 5527 KENDALL ST BOISE, ID 83706 3. <u>New</u> 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	Joseph M. Melvin	521 5th Ave.,	NY.	NY	10175
Secretary	Bonni G. Davis	529 5th Ave.,	NY.	NY	10017
Directors	See Attached Rider				

5. Organized Under the Laws of: <div style="text-align: center;"> DELAWARE C 100712 </div>	6.  Signature _____ Date <u>1/8/01</u> Title: _____ Name <small>(Typed or Printed)</small> <u>Bonni G. Davis</u> XXXX <u>V.P. & Secretary</u>
--	---

FINLAY FINE JEWELRY CORPORATION

OFFICERS:

Arthur E. Reiner	Chairman and Chief Executive Officer	521 Fifth Avenue, 4th Floor New York, NY 10175
Joseph M. Melvin	President and Chief Operating Officer	521 Fifth Avenue, 4th Floor New York, NY 10175
Leslie A. Philip	Executive Vice President and Chief Merchandising Officer	521 Fifth Avenue, 4th Floor New York, NY 10175
Bruce E. Zurlnick	Senior Vice President, Treasurer and Chief Financial Officer	529 Fifth Avenue, 5th Floor New York, NY 10017
Edward Stein	Senior Vice President	521 Fifth Avenue, 4th Floor New York, NY 10175
Barry N. Shufeld	Senior Vice President	529 Fifth Avenue, 4th Floor New York, NY 10017
Joyce Manning Magrini	Senior Vice President	529 Fifth Avenue, 6th Floor New York, NY 10017
Bonni G. Davis	Vice President, Secretary and General Counsel	529 Fifth Avenue, 6th Floor New York, NY 10017
Joan M. Durkin	Vice President and Corporate Controller	529 Fifth Avenue, 5th Floor New York, NY 10017
LuAnne Cimenio	Vice President	4401 Sarr Pkwy., Bay 1, E-2 Stone Mountain, GA 30083
Debroah A. Dixon	Vice President	529 Fifth Avenue, 6th Floor New York, NY 10017
Susan E. Fahey	Vice President	529 Fifth Avenue, 6th Floor New York, NY 10017
James M. Giantomencio	Vice President	529 Fifth Floor, 5 th Floor New York, NY 10017
Al Jung, Jr.	Vice President	20-30 Continental Drive Wayne, NJ 07470
Karin Knudsen	Vice President	5100 Lakewood Blvd., 3 rd Floor Lakewood, CA 90712
Charles J. Leavy	Vice President	521 Fifth Avenue, 4th Floor New York, NY 10175
Thomas G. Lozier	Vice President	529 Fifth Avenue, 6th Floor New York, NY 10017
Cathleen A. Lull	Vice President	521 Fifth Avenue, 4th Floor New York, NY 10175
Gail E. McDaniel	Vice President	529 Fifth Avenue, 4th Floor New York, NY 10017
William L. McKinney	Vice President	529 Fifth Avenue, 5th Floor New York, NY 10017
Janice Rovito Messinger	Vice President	521 Fifth Avenue, 4th Floor New York, NY 10175
Patricia Veneziano	Vice President	529 Fifth Avenue, 6th Floor New York, NY 10017
Norma L. Wilson	Vice President	22 East Flager St., 6th Floor Miami, FL 33131

DIRECTORS

David B. Cornstein	529 Fifth Avenue, 6th Floor, New York, NY 10017
Rohit M. Desai	540 Madison Avenue, 36th Floor, New York, NY 10022
Michael Goldstein	461 From Road, Paramus, New Jersey 07652
James M. Kaplan	405 Lexington Avenue, 23rd Floor, New York, NY 10174
John D. Kerin	60 Minnehaha Blvd., Oakland, NJ 07436
Thomas H. Lee	590 Madison Avenue, 41st Floor, New York, NY 10022
Norman S. Matthews	650 Madison Avenue, 23rd Floor, New York, NY 10022
Hanne M. Merriman	3201 New Mexico Avenue, Ste. 350, Washington, D.C. 20016
Arthur E. Reiner	521 Fifth Avenue, 4th Floor, New York, NY 10175
Warren C. Smith, Jr.	75 State Street, Ste. 2600, Boston, MA 02109