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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| No. <b>C101782</b>                                                                                                                                                                                                                                            | <b>Annual Report Form 1999</b><br>Due No Later Than November 30,                                                                                     |                                                                | 2. Registered Agent and Office <b>NOT A P.O. BOX</b><br><b>BRENT JOHNSON</b><br><b>156 E MAIN ST</b><br><br><b>JEROME ID 83338</b> |
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FEE REQUIRED</b><br><br><b>* FIRST NOTICE *</b>                                                                                                   | 1. Mailing Address - Please Correct, If Not Correct<br><br><b>CARTE' JEWELERS, INC.</b><br><br><b>4900 GRANITE DR</b><br><br><b>ROCKLIN CA 95677</b> |                                                                | 3. Organized Under the Laws of:<br><br><b>ID C101782</b>                                                                           |
| 4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b><br>Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one) |                                                                                                                                                      |                                                                |                                                                                                                                    |
| <u>Office held</u>                                                                                                                                                                                                                                            | <u>Name</u>                                                                                                                                          | <u>Street or P.O. Address</u>                                  | <u>City</u> <u>State</u> <u>Zip</u>                                                                                                |
| Pres.                                                                                                                                                                                                                                                         | TOLLIVER SWALLOW                                                                                                                                     | 1230 Red Ash Lane                                              | Boulder, Co. 80303                                                                                                                 |
| Sec/Tres.                                                                                                                                                                                                                                                     | SAM ARGE                                                                                                                                             | 1201 Crestmont Ave.                                            | Roseville, Ca. 95661                                                                                                               |
| 5. Signature of New Registered Agent                                                                                                                                                                                                                          |                                                                                                                                                      | 6.                                                             |                                                                                                                                    |
|                                                                                                                                                                                                                                                               |                                                                                                                                                      | Signature <u><i>Sam Arge</i></u> Date <u>8-6-99</u>            |                                                                                                                                    |
|                                                                                                                                                                                                                                                               |                                                                                                                                                      | Name (Typed or Printed) <u>SAM ARGE</u> Title <u>Sec/Tres.</u> |                                                                                                                                    |

ISSUED: 07-03-1999

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