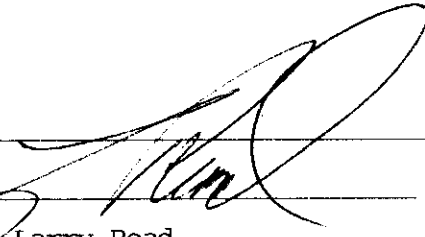


No. C 119038	Due no later than April 30, 2004 Annual Report Form	2. Registered Agent and Office NO PO BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080	1. Mailing Address - Correct in this box, if applicable CBGM, INC. LARRY READ 650 E SONATA LANE MERIDIAN, ID 83642	LARRY READ 1110 S INDUSTRY WAY 650 E. SONATA LANE MERIDIAN, ID 83642
NO FILING FEE IF RECEIVED BY DUE DATE		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	Woody Justice	3520 E. Battlefield	Springfield	MO	65809
Secretary	Ray Bleser	1607 Union St.	Schenectady	NY	12309

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

5. Organized Under the Laws of: IDAHO C 119038	6. Signature  (Typed or Printed) Name Larry Read Date 4/15/2004 Title Reg. Agent
--	---

**CONTINENTAL BUYING GROUP, INC.
MEMBERSHIP ROSTER AS OF 3/19/04
TOTAL NUMBER OF MEMBERS - 76**

PAGE 1

MEMBER'S	ADDRESS	PHONE/FAX
3) ALTER'S GEM JLRY CO. <u>dennisalt@conet.net</u>	DENNIS ALTER 3155 DOWLEN RD. BEAUMONT, TX 77706	(409) 861-3005 (409) 861-0186 FAX
4) BAILEY'S JLRY <u>nbbaileys@aol.com</u>	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 Jlry. <u>seth@beckers.com</u>	PAUL, RISA, SCOTT, SETH BECKER 45 S. MAIN ST. SUITE 310 WEST HARTFORD, CT 06107	(860) 233-3685 (860) 233-8356 FAX
1) BECKY BEAUCHINE KULKA, INC. <u>bbk@voyager.net</u>	BECKY BEAUCHINE KULKA 3544 MERIDIAN CR SUITE 150 OKEMOS, MI 48864-4583	(517) 347-4000 (517) 347-1496 FAX
7) BOND & CO. JLRY., INC. <u>bonddiamonds@aol.com</u>	MARVIN SHAVLAN 333 3rd 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 <u>Missy@BremerJewelry.com</u>	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**PAGE 2**

<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
10) BRODKEY BROTHERS, INC. d/b/a BRODKEY'S JLRS. <u>sbrodkey@brodkeys.com</u> <u>mbrodkey@brodkeys.com</u>	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. <u>qharley@aol.com</u>	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 <u>hmeza@cdpeacock.com</u>	HELENE TOMASIAN 172 OAKBROOK CTR. OAK BROOK, IL 60523	(312) 977-0025 (312) 977-0248 FAX
1) COLONIAL JEWELERS JEWELERS COLONIAL INC. <u>infoatcolonialjewelers.com</u>	JEFFREY HURWITZ 1 SOUTH MARKET STREET P.O. BOX 674 FREDERICK, MD 21701	(301) 663-9252 (301) 663-0223 FAX
7) CORBO JEWELERS, INC. <u>SMCorbo@msn.com</u>	STEVE CORBO 58 PARK AVENUE RUTHERFORD, NJ 07070	(201) 438-3855 (201) 438-3108 FAX
41) COREY'S JLRY. INC. <u>coreysjlry@sbeglobal.net</u>	ALVIN J. FOLAND 1301 COMBERMERE TROY, MI 48083	(248) 585-1848 (248) 585-4770 FAX
2) DAVIS JEWELERS <u>Daviscen@aol.com</u>	HENRY E. DAVIS (HANK) 9901 FOREST GREEN BLVD. LOUISVILLE, KY 40223	(502) 212-0420 (502) 212-0426/7 FAX

MEMBERSHIP LIST**PAGE 3**

MEMBERS	ADDRESS	PHONE/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	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 & ROGER MUMPOWER 1414 TOWNE SQUARE BLVD. ROANOKE, VA 24012	(540) 563-5559 (540) 265-5691 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

MEMBERSHIP LIST**PAGE 4**

MEMBERS	ADDRESS	PHONE/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. lgdmarketing@qwest.net	A. LUISA GRAFF 4663 CENTENNIAL BLVD. COLORADO SPRINGS, CO 80919	(719) 260-0100 (719) 260-1312 FAX
6) GRIFFIN'S JEWELERS tmgriffin@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	L 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 5055 MONROE STREET TOLEDO, OH 43623	(419) 472-4480 (419) 472-3650 FAX
1) HARRIS JEWELERS harrisjeweler.who.rr.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

MEMBERSHIP LIST**PAGE 5**

MEMBERS	ADDRESS	PHONE/FAX
2) I.N. POLLOCK INC. d/b/a POLLOCK JEWELERS pollock147@mrsmicro.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 06430	(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
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 kelleys@kelleyjewelers.com	KRISTIN KELLEY 107 WEST MAIN STREET WEATHERFORD, OK 73096	(580) 772-2341 (580) 772-8705 FAX

MEMBERSHIP LIST**PAGE 6**

MEMBERS	ADDRESS	PHONE/FAX
4) KESSLER'S DIA. CTR. RichardK@Kesslers.us	RICHARD KESSLER N 82 W15340 APPLETON AVE. MENOMONEE FALLS, WI 53051	(262) 251-4573 (262) 251-6670 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
1) KRUCKEMEYER & COHN MFJ1895@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

MEMBERSHIP LIST**PAGE 7**

MEMBERS	ADDRESS	PHONE/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. no e-mail address LarryREAD@leerend.com	LARRY READ 1110 SO. INDUSTRY WAY 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
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 45 th Street Highland, IN 46322	(219) 924-8080 (219) 922-6009 FAX
1) MICHAEL GENOVESE DIAMONDS mgdiamonds@aol.com	BOB NICKLE 12460 OLIVE BLVD. CREVE COEUR, MO 63141	(314) 878-6203 (314) 878-1368 FAX

MEMBERSHIP LIST

PAGE 8

<u>MEMBER</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
1) MINER'S NORTH JEWELERS <u>Beth@MinersNorth.com</u>	BETH & WAYNE GUNTZVILLER 222 E. Front Street TRAVERSE CITY, MI 49684	(231) 946-8528 (231) 946-3553 FAX
2) MONMOUTH JEWELRY CO. <u>SJLevinson@ATT.net</u>	STEVEN J. LEVINSON 1759 MONMOUTH ST. NEWPORT, KY 41071	(859) 261-0295 (859) 292-3371 FAX
7) MOODY'S JEWELRY <u>E@Moodysjewelry.com</u>	ERNEST MOODY 1137 S. HARVARD TULSA, OK 74112	(918) 834-3371 (918) 835-2084 FAX
2) NORTHEASTERN FINE JLRY <u>lakers8788@aol.com</u>	RAY BLESER 1607 UNION STREET SCHENECTADY, NY 12309	(518) 372-3604 (518) 372-0061 FAX
1) RAMSEY'S DIAMOND JLRS. <u>robert@ramseys.com</u>	LORI RAMSEY 5700 VETERANS MEMORIAL BLVD. METAIRIE, LA 70003-1734	(504) 885-4653 (504) 888-0682 FAX
1) ROMM & CO. <u>Alex@RommJewelers.Com</u>	ALEXANDER RYSMAN MICHAEL'S PLAZA 1280 BELMONT STREET BROCKTON, MA 02301	(508) 587-2533 (508) 587-8332 FAX
1) RUSSELL KORMAN CO. d/b/a RUSSELL KORMAN FINE JLRY. <u>JrussellKorman@austin.RR.com</u>	RUSSELL KORMAN 3806 N. LAMAR AUSTIN, TX 78756	(512) 451-9292 (512) 459-0161 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

MEMBERSHIP LIST**PAGE 9**

MEMBER	ADDRESS	PHONE/FAX
1) SIEBKE-HOYT, INC. tmh723@aol.com	JAY & TOM HOYT 4800 1 st Ave NE CEDAR RAPIDS, IA 52402	(319) 363-2003 (319) 363-0344 FAX
1) SITES JEWELERS, INC. bill@sitesjewelers.com	BILL SITES 2605 WILMA RUDOLPH BLVD. CLARKSVILLE, TN 37040-5845	(931) 552-1112 (931) 551-4832 FAX
1) SMYTH JEWELERS Richard@albertsmyth.com	MARK MOTES 29 GREENMEADOW DR. TIMONIUM, MD 21093-3285	(410) 252-6666 (410) 252-2355 FAX
2) THE SOURCE arasim1@aol.com j_simonian@hotmail.com	ARA & JOHN SIMONIAN 3300 MONROE AVENUE ROCHESTER, NY 14618	(585) 385-6570 (585) 586-5856 FAX
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

MEMBERSHIP LIST**PAGE 10**

<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
2) WM. PENN DIST. INC. d/b/a TOPPER'S <u>info@topperjewelers.com</u>	BILL OR RUSS CAPLAN 1315 BURLINGAME AVE. BURLINGAME, CA 94010	(650) 348-0555 (650) 348-8201 FAX
4) WARE JEWELERS <u>ronnie@warejewelers.com</u>	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. <u>enginn@msn.com</u>	DEAN NASIFOGLU 8320 CRYSTAL VIEW ROAD EDEN PRAIRIE, MN 55344	(952) 832-5212 (952) 832-5098 FAX
1) WINDSOR JEWELERS <u>windsorjlr@aol.com</u>	ROBERT SIMON 526 S STRATFORD ROAD WINSTON-SALEM, NC 27103-1807	(336) 722-9953 (336) 761-8107 FAX