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J. BRWAN DEC 8 2004

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COVER LETTER

TO:	Amendment Section Division of Corporations
SUBJEC	T: Gem Entertainment Group LLC (Name of corporation)
DOCUN	IENT NUMBER: Change of Agent Form
The encl	osed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please re	turn all correspondence concerning this matter to the following:
	Whitney Belker, President
	Whitney Belker, President (Name of contact person) Gem Entertainment Group (Firm/Company)
	Gem Entertainment Group
	(Firm/Company) 1330 West Ave. Suite 707 (Address)
	Miami Beach, FL 33139
	(City/state and zip code)
For furth	er information concerning this matter, please call:
Whitney	Belker or Jonathan Pirie at (305) 534-7710
	(Name of contact person) (Area code & daytime telephone number)
Enclosed	is a \$35.00 check made payable to the Department of State.
	Mailing Address: Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Street Address: Amendment Section Division of Corporations Pivision of Corporations 409 E. Gaines Street Tallahassee, FL 32319

CR2E045(6/04)



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

December 8, 2004

WHITNEY BELKER, PRESIDENT GEM ENTERTAINMENT GROUP 1330 WEST AVE. SUITE 707 MIAMI BEACH, FL 33139

SUBJECT: GEM ENTERTAINMENT GROUP, LLC

Ref. Number: L02000033469

TOWN DEC 23 PH 12: 18
THE CORPORATIONS
OF CORPORATIONS

We have received your document for GEM ENTERTAINMENT GROUP, LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You completed the

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan Document Specialist

Letter Number: 004A00068602

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

1. The name of the limited liability company is: Gem Entertainment Group LLC 2. The mailing address of the limited liability company is: 1330 West Ave Suite 707, Miami Beact 12/31/03 L02000033469 3. Date of filing/registration in Florida 4. Document number 5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State: Corporation Service Company Name 1201 Hays Street Address Tallahassee FL 32301-2525 City, State and Zip 6. The name and address of the new registered agent and/or office: Whitney Belker 1330 West Ave Suite 107 Florida street address (P.O. Box NOT acceptable) Miami Beach Louis Street address of the registered office and the business of the registered office and the business of the company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business of the control of the registered agent will be identical. Or, in the case of a Florida limited liability company it is here by confirmed that the change(s) was/were authorized by an aftirmative vote of the nembers of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company. Mitty Belke. (Primate of systemane of signee) I here by accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all situates relative to the progree and complete performance of my duties. (Remate of typic name of signee) I here by accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all situates relative to the progree and complete performance of my duties. (Remate of typic name of signee) Library accept the appointment as registered agent appointment as registered agent as provided for in Chapter to the progree of the progree and com	Pu lia ag	rsuan bility ent, oi	t to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited company submits the following statement in order to change its registered office or registered both, in the State of Florida.
2. The mailing address of the limited liability company is: 1330 West Ave Suite 707, Miami Beact 12/31/03 1. Date of filing/registration in Florida 3. Date of filing/registration in Florida 4. Document number 5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State: Corporation Service Company Name 1201 Hays Street Address Tallahassee FL 32301-2525 City, State and Zip 6. The name and address of the new registered agent and/or office: Whitney Belker 1330 West Ave Suite 707 Florida street address (P.O. Box NOT acceptable) Miami Beach FL 33139 City, State and Zip If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the emembers of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company. (Signature of pleasure of support themselves the proper and complete performance of my, duttes, and in mignifically with any discept the obligations of my position ag registered agent as provided for in Chapter of 85. S. Or. If this document is being filed to merely reflect a chapte of the support of the limited liability company has been notified in writing of this change. Whitney Belker (Guptarous of Residered Agent)			
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	(Sig	nature (of Registered Agent)

INHS18(10/99)

FILING FEE: \$25.00