
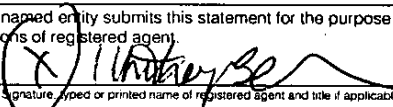
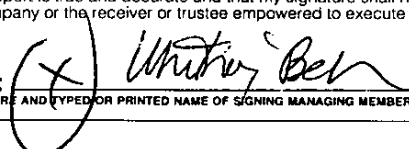


**2005 LIMITED LIABILITY COMPANY ANNUAL REPORT**

**FILED**  
**Sep 06, 2005 8:00 am**  
**Secretary of State**

09-06-2005 90047 008 \*\*\*\*50.00

<b>DOCUMENT # L02000033469</b>							
1. Entity Name GEM ENTERTAINMENT GROUP, LLC							
Principal Place of Business 1330 WEST AVENUE, SUITE 707 MIAMI BEACH, FL 33139			Mailing Address 1330 WEST AVENUE, SUITE 707 MIAMI BEACH, FL 33139				
2. Principal Place of Business		3. Mailing Address					
Suite, Apt. #, etc.		Suite, Apt. #, etc.					
City & State		City & State					
Zip	Country	Zip	Country	4. FEI Number 33-1042208			
				Applied For Not Applicable			
				5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required			
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent				
BELKER, WHITNEY 1330 WEST AVE SUITE 707 MIAMI BEACH, FL 33139			Name				
			Street Address (P.O. Box Number is Not Acceptable)				
			City			FL	Zip Code
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.							
SIGNATURE 			DATE 8/18/05				
Filing Fee is \$50.00 Due by September 7, 2005			Make check payable to Florida Department of State				
9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES				
TITLE	MGRM	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	BELKER, WHITNEY		NAME				
STREET ADDRESS	1330 WEST AVENUE, SUITE 707		STREET ADDRESS				
CITY - ST - ZIP	MIAMI BEACH, FL 33139		CITY - ST - ZIP				
TITLE	MGR	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	GERACI, JOHN D		NAME				
STREET ADDRESS	90 N. PROSPECT DR.		STREET ADDRESS				
CITY - ST - ZIP	CORAL GABLES, FL 33133		CITY - ST - ZIP				
TITLE	VP	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	Nick Belker		NAME				
STREET ADDRESS	246 Chenoweth Lane, Apt. 3		STREET ADDRESS				
CITY - ST - ZIP	Louisville, KY 40202		CITY - ST - ZIP				
TITLE		<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			NAME				
STREET ADDRESS			STREET ADDRESS				
CITY - ST - ZIP			CITY - ST - ZIP				
TITLE		<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			NAME				
STREET ADDRESS			STREET ADDRESS				
CITY - ST - ZIP			CITY - ST - ZIP				
TITLE		<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			NAME				
STREET ADDRESS			STREET ADDRESS				
CITY - ST - ZIP			CITY - ST - ZIP				
11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.							
SIGNATURE: 			Date 8/18/05 305-534-7710				
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE			Date Daytime Phone #				