

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 19, 1999 8:00 am
Secretary of State

08-19-1999 90006 046 ***550.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P39063

1. Corporation Name
GEM ENGINEERING CO., INC.



Principal Place of Business
 10970 STANCLIFF
 HOUSTON TX 77099
 US

Mailing Address
 10970 STANCLIFF
 HOUSTON TX 77099

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
06/02/1992

4. FEI Number
76-0317544

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property. Yes No

2. Principal Place of Business
 21 **10970 Stancliff**
 Suite, Apt. #, etc.
 22
 City & State
 23 **Houston, Texas**
 Zip Country
 24 **77099** 25 **U.S.A.**

2a. Mailing Address
 26 **10970 Stancliff**
 Suite, Apt. #, etc.
 27
 City & State
 28 **Houston, Texas**
 Zip Country
 29 **77099** 30 **U.S.A.**

9. Name and Address of Current Registered Agent

CAMPBELL, B R JR.
LANDRUM YEAGER & ASSOCIATES
3375-B CAPITAL CIRCLE
NE TALLAHASSEE FL 32317

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE **VP** DELETE
 NAME **GURPINAR, TAHSIN**
 STREET ADDRESS **3911 DEER RUN BEND**
 CITY-ST-ZIP **SUGARLAND TX**

TITLE **P** DELETE
 NAME **MCCOMBS, TODD**
 STREET ADDRESS **#6 West Point Estates**
 CITY-ST-ZIP **Missouri City, Texas 77459**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-ST-ZIP

14. 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 annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Tahsin Gurpinar* **8/11/99**

CR2E034 (5/99)