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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 589149 (4)
1. Corporation Name
RAY JEWELERS II, INC.

Principal Place of Business: 18861 BISCAYNE BLVD. NORTH MIAMI BEACH FL 33180
Mailing Address: 18861 BISCAYNE BLVD. NORTH MIAMI BEACH FL 33180

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
18861 BISCAYNE BLVD. NORTH MIAMI BEACH FL 33180		18861 BISCAYNE BLVD. NORTH MIAMI BEACH FL 33180		10/12/1978	08/09/1994
21	22. Suite, Apt. #, etc.		25	4. FEI Number	Applied For
				59-1873551	Not Applicable
23	23. City & State		27	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
24	24. Zip	25. Country	29	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
			30	8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
SCHWARTZ, SHELDON R. 2450 N.E. MIAMI GARDENS DR. 2ND FLOOR N. MIAMI BEACH FL 33180				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ (NOTE: Registered Agent signature required when instituting) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	STD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAYTES, BRUCE	1.2 NAME	
STREET ADDRESS	1910 N E 211TH ST	1.3 STREET ADDRESS	
CITY - ST - ZIP	NO MIAMI BEACH, FL 33179	1.4 CITY - ST - ZIP	
TITLE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), 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 as an attachment with an address.

SIGNATURE: BRUCE KAYTES  April 24, 1995 305 9325299
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date (Type in Phone #)