

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 838730 (0)
1. Corporation Name
JEWELMASTERS, INC.

Principal Place of Business 8001 GEORGIA AVE P. O. BOX 70 W PALM BCH FL 33405 US	Mailing Address 8001 GEORGIA AVE P. O. BOX 70 W PALM BCH FL 33405 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Suite, Apt. #, etc 26 City & State 27 Zip 28 Country	3. Date Incorporated or Qualified 07/01/1977 4. FEI Number 23-0370160 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No
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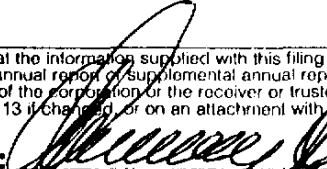
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL
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11. 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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Y <input type="checkbox"/> DELETE	11 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARBEIT, DAVID E	12 NAME	TREASURER HARVEY WEIN
STREET ADDRESS	8001 GEORGIA AVENUE	13 STREET ADDRESS	8001 GEORGIA AVE
CITY-ST-ZIP	WEST PALM BEACH FL	14 CITY-ST-ZIP	WEST PALM BEACH, FL. 33401
TITLE	S <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAYMAN, WILLIAM	22 NAME	
STREET ADDRESS	8001 GEORGIA AVENUE	23 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL	24 CITY-ST-ZIP	
TITLE	COO <input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARR, JOSEF J	32 NAME	
STREET ADDRESS	8001 GEORGIA AVENUE	33 STREET ADDRESS	
CITY-ST-ZIP	W. PALM BEACH FL	34 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARR, FREDRIC M., M.D.	42 NAME	
STREET ADDRESS	1411 NORTH FLAGLER DR., STE. 5800	43 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BEACH FL	44 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARROLL, JOHN M.	52 NAME	
STREET ADDRESS	364 BENEFIT STREET	53 STREET ADDRESS	
CITY-ST-ZIP	PROVIDENCE RI 02903	54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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:  HARVEY WEIN 7/8/98

CR2E034 (10/97)