FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION
ANNUAL REPORT
1995

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Tallahassee, Florida

APPROVED AND FILED

95 MAY -1 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 852980 (2)

1. Corporate Name
GEMSTONE JEWELRY, INC.

Principal Place of Business
4251 CHESTNUT STREET
POB 689
EMMAUS PA 18049

Mailing Address
4251 CHESTNUT STREET
POB 689
EMMAUS PA 18049

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/25/1982
3a. Date of Last Report: 05/01/1994

2. Principal Place of Business
21
Suite, Apt. #
22
City
23
24 25

2a. Mailing Address
26
City & State
27
28
29 30

4. FEI Number: 23-1968955
Applied For
Not Applicable

5. Certificate of Status Desired [X] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. Does corporation elect to be governed by Section 607.0901 Florida Statutes? [ ] Yes [ ] No

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 FL 85 Zip Code

11. Pursuant to the provisions of Section 607.0505 of the Florida Statutes, the above named corporation submits the statement of the designation of registered office or registered agent in the state of Florida. Such designation was authorized by the corporation's board of directors. Thereby, accept the appointment as registered agent and agree to comply with the provisions of Section 607.0505 Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

TITLE	PD
NAME	WEAVER, RONALD A.
STREET ADDRESS	4251 CHESTNUT STREET
CITY, ST, ZIP	EMMAUS PA 18049
TITLE	Secretary
NAME	Deborah Guthrie
STREET ADDRESS	4251 Chestnut St
CITY, ST, ZIP	Emmaus PA 18049
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY, ST, ZIP	

13. ADDITIONAL CHANGES TO BE MADE AND/OR ADDED

TITLE	[ ] Change [ ] Add
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	[ ] Change [ ] Add
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	[ ] Change [ ] Add
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	[ ] Change [ ] Add
NAME	
STREET ADDRESS	
CITY, ST, ZIP	
TITLE	[ ] Change [ ] Add
NAME	
STREET ADDRESS	
CITY, ST, ZIP	

14. I hereby certify that the information supplied with this report, including authorized changes, is true and correct to the extent required by Section 607.0193 of the Florida Statutes. I further certify that the information contained in the annual report or supplemental annual report is true and correct and that my signature shall have the same legal effect and made under oath. That I am an officer or director of the corporation or the owner 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 hereof or on an attachment with an address.

SIGNATURE: [signature] 4-13-95 (610) 967-3136
SIGNATURE AND TYPED OR PRINTED NAME OF MAJORITY OFFICER OR DIRECTOR

0485201 FN