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Jan 28 1997 8:00am
Secretary of State

**PROFIT
CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # H67143 (8)
1. Corporation Name
GEMINI INDUSTRIAL SUPPLY CORP.



Principal Place of Business
**1570 MADRUGA AVENUE
SUITE 311
CORAL GABLES FL 33146**

Mailing Address
**1570 MADRUGA AVENUE
SUITE 311
CORAL GABLES FL 33146-3085**

3. Date Incorporated or Qualified
07/18/1985

3a. Date of Last Report
02/14/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 59-2556811		Applied For <input type="checkbox"/> Not Applicable	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip		28 Zip		29 Country		30 Country	
24		25		29		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			
LEVIN, STANTON G. 12120 S.W. 70TH COURT MIAMI FL 33156				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD LEVIN, STANTON G.	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	12120 SW 70TH CT.	1.2 NAME	
STREET ADDRESS	MIAMI FL	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	VD SUSSMAN, WILLIAM C.	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1570 MADRUGA AVE	2.2 NAME	
STREET ADDRESS	CORAL GABLES FL	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	TD ORKIN, JACK LEE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	8000 SW 155TH ST.	3.2 NAME	
STREET ADDRESS	MIAMI FL	3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 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:
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **Stanton G. Levin, President** 1/16/97 (305) 662-1988

CR2E034 (9/96)