FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT **1995**

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

APPROVED AND FILED
[illegible] 10 AM 10: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **K91128** **(4)**

1. Corporation Name
SOUTH AMERICAN GEMS, EXPLORATION, INC.

Principal Place of Business: P.O. BOX 20456, SARASOTA FL 34231

Mailing Address: P.O. BOX 20456, SARASOTA FL 34231

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/26/1989
3a. Date of Last Report: 07/06/1994
4. FEI Number: 65-0148201 — Applied For / Not Applicable
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 has liability for intangible tax under S. 199.032 Florida Statutes. [ ] Yes [X] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. # etc. 22	Suite, Apt. # etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent

~~REYNOLDS, JOSHUA E.~~
~~1515 RINGLING BLVD~~
~~SUITE 800~~
~~SARASOTA FL 34236~~

10. Name and Address of New Registered Agent

81 Name: John R. Theis CPA
82 Street Address (P.O. Box Number is Not Acceptable): 2651 Mapleloft Ln
83
84 City: SARASOTA FL 85 Zip Code: 34232

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: John R. Theis — MAY 1, 1995

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1 TITLE	[ ] Change [ ] Addition
NAME	TODD, ROBERT	1 NAME	
STREET ADDRESS	2635 GRAFTON ST	1 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL	1 CITY-ST-ZIP	
TITLE		2 TITLE	[ ] Change [ ] Addition
NAME		2 NAME	
STREET ADDRESS		2 STREET ADDRESS	
CITY-ST-ZIP		2 CITY-ST-ZIP	
TITLE		3 TITLE	[ ] Change [ ] Addition
NAME		3 NAME	
STREET ADDRESS		3 STREET ADDRESS	
CITY-ST-ZIP		3 CITY-ST-ZIP	
TITLE		4 TITLE	[ ] Change [ ] Addition
NAME		4 NAME	
STREET ADDRESS		4 STREET ADDRESS	
CITY-ST-ZIP		4 CITY-ST-ZIP	
TITLE		5 TITLE	[ ] Change [ ] Addition
NAME		5 NAME	
STREET ADDRESS		5 STREET ADDRESS	
CITY-ST-ZIP		5 CITY-ST-ZIP	
TITLE		6 TITLE	[ ] Change [ ] Addition
NAME		6 NAME	
STREET ADDRESS		6 STREET ADDRESS	
CITY-ST-ZIP		6 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 119.07(3)(k), Florida Statutes. I further certify that the information indicated on the 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] — SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: 5·3·95 Daytime Phone: 923·6505

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