2006 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L03000018376

Entity Name: GEM HOLDINGS LLC

FILED Apr 24, 2006 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

19111 COLLINS AVENUE #307 SUNNY ISLES BEACH, FL 33160

Current Mailing Address: New Mailing Address:

19111 COLLINS AVENUE #307 SUNNY ISLES BEACH, FL 33160

FEI Number: FEI Number Applied For (X) FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

BARONOV, ELENA 19111 COLLINS AVENUE #307 SUNNY ISLES BEACH, FL 33160 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS: ADDITIONS/CHANGES:

Title: MGRM () Delete Title: () Change () Addition

 Name:
 BARONOV, ELENA
 Name:

 Address:
 19111 COLLINS AVENUE #307
 Address:

 City-St-Zip:
 SUNNY ISLES BEACH, FL 33160
 City-St-Zip:

Title: MGRM () Delete Title: () Change () Addition

 Name:
 BARONOV, GEORGE
 Name:

 Address:
 19111 COLLINS AVENUE #307
 Address:

 City-St-Zip:
 SUNNY ISLES BEACH, FL 33160
 City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: ELENA MGRM 04/24/2006