

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

FILED
May 13 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 # L88166 (8)
1. Corporation Name
GEM AFFAIR, INC.

Principal Place of Business
735 BENEVENTO AVE.
CORAL GABLES FL 33146

Mailing Address
735 BENEVENTO AVE.
CORAL GABLES FL 33146



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 GEM AFFAIR, INC.		07/20/1990	
22 City & State		27 PO BOX 144842		4. FEI Number	
23 Zip		28 CORAL GABLES, FL		65-0250352	
24 Country		29 33114		Applied For	
25		30 USA		Not Applicable	


9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
GANGUZZA, JOSEPH H. 44 W. FLAGLER STREET, 14TH FLOOR MIAMI FL 33130		81 Name JON BRAGMAN	
		82 Street Address (P.O. Box Number is Not Acceptable) 735 Benevento Ave	
		83	
		84 City Coral Gables FL	
		85 Zip Code 33146	

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  JON BRAGMAN 4-25-98
(NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	Change Addition
NAME	BRAGMAN, JONATHAN	1.2 NAME	
STREET ADDRESS	735 BENEVENTO AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	
TITLE	NAME	2.1 TITLE	Change Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	NAME	3.1 TITLE	Change Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	NAME	4.1 TITLE	Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	NAME	5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	NAME	6.1 TITLE	Change Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 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:  JON BRAGMAN 4-25-98 305-992-7508

CR2E034 (10/97)