

**FILED**  
**May 08, 2003 8:00 am**  
**Secretary of State**

05-08-2003 90170 009 \*\*\*150.00

**2003 FOR PROFIT CORPORATION  
UNIFORM BUSINESS REPORT (UBR)**

<b>DOCUMENT # P01000055475</b>					
<b>1. Entity Name</b> <b>GEMWORKS, INC.</b>					
<b>Principal Place of Business</b> 21 SE 2ND AVENUE 6TH FLOOR MIAMI, FL 33131			<b>Mailing Address</b> 21 SE 2ND AVENUE 6TH FLOOR MIAMI, FL 33131		
<b>2. Principal Place of Business</b> Suite, Apt. #, etc.			<b>3. Mailing Address</b> Suite, Apt. #, etc.		
<b>City &amp; State</b>			<b>City &amp; State</b>		
<b>Zip</b>		<b>Country</b>		<b>4. FEI Number</b> 65-1112338	
<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>				<input type="checkbox"/> <b>Applied For</b> <input type="checkbox"/> <b>Not Applicable</b>	
<b>6. Name and Address of Current Registered Agent</b> HAGEN, MAX 3531 GRIFFIN ROAD FORT LAUDERDALE, FL 33312			<b>7. Name and Address of New Registered Agent</b> Name Street Address (P.O. Box Number is Not Acceptable) City		
FL			Zip Code		
<b>8. 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. I am familiar with, and accept the obligations of registered agent.</b>					
<b>SIGNATURE</b> Signature, typed or printed name of registered agent and date if applicable. (NOTE: Registered Agent's signature required when endorsing)					
DATE					
<b>FILE NOW!!! FEE IS \$150.00</b> <b>After May 1, 2003 Fee will be \$650.00</b> <b>Make Check Payable to Florida Department of State</b>					
<b>9. Election Campaign Financing</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> Trust Fund Contribution.					
<b>10. OFFICERS AND DIRECTORS</b>			<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>		
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<b>P</b> <b>BENDAYAN, SOLOMON</b> 21 SE 1ST AVENUE 6TH FLOOR MIAMI, FL 33131		<input type="checkbox"/> <b>Delete</b>	<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<input type="checkbox"/> <b>Delete</b>		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>	
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<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<input type="checkbox"/> <b>Delete</b>		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>	
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<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<input type="checkbox"/> <b>Delete</b>		<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY- ST- ZIP</b>	<input type="checkbox"/> <b>Change</b> <input type="checkbox"/> <b>Addition</b>	
<b>12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.</b>					
<b>SIGNATURE:</b> <i>[Signature]</i>					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					
Date: <b>4-30-2003</b>					
Cayman Phone #: <b>(305)375-9500</b>					

CR2E034 (10/02)