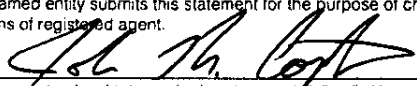
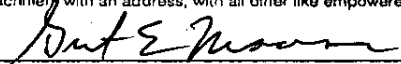


# 2004 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Jan 26, 2004 8:00 am**  
**Secretary of State**

01-26-2004 90060 046 \*\*\*150.00

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                               |                                                                                                                               |                                                                                                                                                                                           |                                                                                    |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # P03000089295</b><br>1. Entity Name<br>GEM BEACH, INC.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                               |                                                                                                                               |                                                                                                                                                                                           |   |  |
| Principal Place of Business<br>% TIMOTHY GOODWIN<br>8872 MISTY CREEK DRIVE<br>SARASOTA, FL 34241                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               |                                                                                                                               | Mailing Address<br>% TIMOTHY GOODWIN<br>8872 MISTY CREEK DRIVE<br>SARASOTA, FL 34241                                                                                                      |                                                                                    |  |
| 2. Principal Place of Business<br>c/o Grant Maass<br>Suite, Apt. #, etc.<br>P.O. Box 3866<br>City & State<br>Sarasota, FL<br>Zip<br>34230                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                               | 3. Mailing Address<br>c/o Grant Maass<br>Suite, Apt. #, etc.<br>P.O. Box 3866<br>City & State<br>Sarasota, FL<br>Zip<br>34230 |                                                                                                                                                                                           |  |  |
| 4. FEI Number<br>33-1068431                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                               | Applied For<br><input type="checkbox"/> Not Applicable                                                                        |                                                                                                                                                                                           |                                                                                    |  |
| 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                               |                                                                                                                               |                                                                                                                                                                                           | 01092004 Chg-P CR2E034 (10/03)                                                     |  |
| 6. Name and Address of Current Registered Agent<br>GOODWIN, TIMOTHY H<br>8872 MISTY CREEK DRIVE<br>SARASOTA, FL 34241                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                               |                                                                                                                               | 7. Name and Address of New Registered Agent<br>-Name John M. Compton<br>Street Address (P.O. Box Number is Not Acceptable)<br>1819 Main St., Suite 610<br>City Sarasota FL Zip Code 34236 |                                                                                    |  |
| 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.<br>SIGNATURE:  DATE: 1/19/04<br><small>Signature, typed or printed name of registered agent and file if applicable. (NOTE: Registered Agent signature required when reinstating)</small>                                                                                                                                          |                                                               |                                                                                                                               |                                                                                                                                                                                           |                                                                                    |  |
| <b>FILE NOW!!! FEE IS \$150.00</b><br><b>After May 1, 2004 Fee will be \$550.00</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                               | 9. Election Campaign Financing<br>Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees               |                                                                                                                                                                                           |                                                                                    |  |
| 10. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                               |                                                                                                                               | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11                                                                                                                                     |                                                                                    |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | D/P/T/S<br>Grant Maass<br>P.O. Box 3866<br>Sarasota, FL 34230 | <input type="checkbox"/> Delete                                                                                               |                                                                                                                                                                                           |                                                                                    |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                             |                                                                                                                                                                                           |                                                                                    |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                             |                                                                                                                                                                                           |                                                                                    |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                             |                                                                                                                                                                                           |                                                                                    |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                             |                                                                                                                                                                                           |                                                                                    |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                             |                                                                                                                                                                                           |                                                                                    |  |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                               | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                             |                                                                                                                                                                                           |                                                                                    |  |
| 12. 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 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. |                                                               |                                                                                                                               |                                                                                                                                                                                           |                                                                                    |  |
| SIGNATURE:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                               | DATE: 1/22-04                                                                                                                 |                                                                                                                                                                                           |                                                                                    |  |
| <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                               | <small>Date Daytime Phone #</small>                                                                                           |                                                                                                                                                                                           |                                                                                    |  |