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Feb 11 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P94000074952 (0)

1. Corporation Name
GEMCRAFT, INC.



Principal Place of Business: 10099 NW 89 AVE, BAY 2, MEDLEY FL 33178 US
Mailing Address: 10099 NW 89 AVE, BAY 2, MEDLEY FL 33178-1421 US

3. Date Incorporated or Qualified: 10/07/1994
3a. Date of Last Report: 03/01/1996
4. FEI Number: 65-0527825
5. Certificate of Status Desired: Applied For, Not Applicable
6. Election Campaign Financing Trust Fund Contribution: \$8.75 Additional Fee Required, \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes, No

2. Principal Place of Business (21-24)
2a. Mailing Address (25-28)
21, 22, 23, 24: Suite, Apt. #, etc., City & State, Zip, Country
25, 26, 27, 28: Suite, Apt. #, etc., City & State, Zip, Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LEWIS, KATHRYN A
1627 BRICKELL AVE.
UNIT 1008
MIAMI FL 33129

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: FL

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Table with 6 rows for Officers and Directors. Each row includes Title, Name, Street Address, and City-St-Zip. Includes 'DELETE' checkboxes.

Table with 6 rows for Additions/Changes. Each row includes Title, Name, Street Address, and City-St-Zip. Includes 'Change' and 'Addition' checkboxes.

14. I do 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: *Kathryn A Lewis* Date: 2/7/97 Daytime Phone #: 305-884-8480

CR2E034 (9/96)