

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

FILED

Feb 24 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 # P97000018751 (2)  
1. Corporation Name  
GEM FILMS, INC.



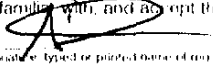
Principal Place of Business 5455 S.W. 8 STREET #205 MIAMI FL 33134	Mailing Address 5455 S.W. 8 STREET #205 MIAMI FL 33134
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 230 Phoenetia Ave. Suite, Apt. #, etc. 4 22 City & State 23 Coral Gables, FL 24 Zip 33134 25 Dade		2a. Mailing Address 26 230 Phoenetia Ave. Suite, Apt. #, etc. 4 27 City & State 28 Coral Gables, FL 29 Zip 33134 30 Dade		3. Date Incorporated or Qualified 02/24/1997	
		4. FEI Number 65-0733985		Applied For Not Applicable	
		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent LEON, ALBERT 5455 S.W. 8 STREET #205 MIAMI FL 33134		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code	
		Leon, Albert 230 Phoenetia Ave. #4 Coral Gables FL 33134	

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  DATE 2/10/98  
Signature typed or printed name of individual (type and file, if applicable) (NOTE: Registered Agent signature required when re-stating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	President
STREET ADDRESS		1.3 STREET ADDRESS	230 Phoenetia Ave #4
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Coral Gables FL 33134
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	Vice-President
STREET ADDRESS		2.3 STREET ADDRESS	230 Phoenetia Ave #4
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Coral Gables, FL 33134
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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:  Albert Leon - President 2/10/98 (305) 443-8126

CR2E034 (10/97)