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Apr 28 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 # K93491 (4)

1. Corporation Name  
ESI VICTORY, INC.



Principal Place of Business  
11760 US HIGHWAY ONE  
SUITE 600  
NORTH PALM BEACH FL 33408  
US

Mailing Address  
11760 US HIGHWAY ONE  
SUITE 600  
NORTH PALM BEACH FL 33408-3029  
US

3. Date Incorporated or Qualified 06/07/1989  
3a. Date of Last Report 04/15/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number 65-0125823  
Applied For Not Applicable

21 Suite, Apt #, etc.

26 Suite, Apt #, etc.

5. Certificate of Status Desired  \$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution  \$5.00 May Be Added to Fees

23 Zip

25 Country

28 Zip

30 Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes  Yes  No See Attached

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LEON, J E  
9250 W. FLAGLER ST  
MIAMI FL 33174

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DV  DELETE  
NAME CARPENTER, LARRY K.  
STREET ADDRESS 11760 US HIGHWAY ONE SUITE 600  
CITY-ST-ZIP NORTH PALM BEACH FL 33408

1.1 TITLE  Change  Addition  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP

TITLE DP  DELETE  
NAME HOFFMAN, KENNETH P  
STREET ADDRESS 11760 US HIGHWAY ONE SUITE 600  
CITY-ST-ZIP NORTH PALM BEACH FL 33408

2.1 TITLE  Change  Addition  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP

TITLE DV  DELETE  
NAME GELBER, LESLIE J  
STREET ADDRESS 11760 US HIGHWAY ONE SUITE 600  
CITY-ST-ZIP NORTH PALM BEACH FL 33408

3.1 TITLE  Change  Addition  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

TITLE T  DELETE  
NAME MCGRATH, ROBERT L  
STREET ADDRESS 11760 US HIGHWAY ONE SUITE 600  
CITY-ST-ZIP NORTH PALM BEACH FL 33408

4.1 TITLE  Change  Addition  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

TITLE S  DELETE  
NAME CARPENTER, FRANCES M  
STREET ADDRESS 11760 US HIGHWAY ONE SUITE 600  
CITY-ST-ZIP NORTH PALM BEACH FL 33408

5.1 TITLE  Change  Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

TITLE  DELETE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

6.1 TITLE  Change  Addition  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-ST-ZIP

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: *Frances M. Carpenter* Frances M. Carpenter 4/5/97 (561) 691-3500  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)