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FILED

**Mar 26 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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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 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 06/07/1989	
4. FEI Number 65-0125823	Applied For <input type="checkbox"/> 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No See Attached	

9. Name and Address of Current Registered Agent

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

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

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

TITLE	DV	<input type="checkbox"/> DELETE
NAME	CARPENTER, LARRY K.	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	HOFFMAN, KENNETH P	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	GELBER, LESLIE J	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	MCGRATH, ROBERT L	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CARPENTER, FRANCES M	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	BOYLAN, PETER	
1.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
1.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
2.1 TITLE	DV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	HOFFMAN, KENNETH P	
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	GELBER, LESLIE J	
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	HATHAWAY, SCOT C	
4.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
5.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	PONDER, STEPHEN H	
5.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
5.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
6.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	TANCER, EDWARD F	
6.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
6.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	

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 **FRANCES M. CARPENTER** SECRETARY *Frances M. Carpenter* 2/18/98 (561) 601-2500

CR2E034 (10/97)