

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

FILED
Mar 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # L75204 (2)

1. Corporation Name
ESI SKY RIVER, INC.

Principal Place of Business C/O ESI ENERGY, INC. 11760 US HIGHWAY ONE N PALM BEACH FL 33408	Mailing Address C/O ESI ENERGY, INC. 11760 US HIGHWAY ONE N PALM BEACH FL 33408
---	---



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/23/1990	
21	22	26	27	4. FEI Number 65-0198819	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes See Attached	
Zip	Country	Zip	Country		

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

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			
TITLE	DV	<input type="checkbox"/> DELETE		1.1 TITLE	AS	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	CARPENTER, LARRY K			1.2 NAME	TANCER, EDWARD F		
STREET ADDRESS	11760 US HWY ONE STE 600			1.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600		
CITY-ST-ZIP	N PALM BCH FL 33408			1.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408		
TITLE	DP	<input type="checkbox"/> DELETE		2.1 TITLE	DV	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	HOFFMAN, KENNETH P			2.2 NAME	HOFFMAN, KENNETH P		
STREET ADDRESS	11760 US HWY ONE STE 600			2.3 STREET ADDRESS			
CITY-ST-ZIP	N PALM BCH FL 33408			2.4 CITY-ST-ZIP			
TITLE	DV	<input type="checkbox"/> DELETE		3.1 TITLE	DP	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	GELBER, LESLIE J			3.2 NAME	GELBER, LESLIE J		
STREET ADDRESS	11760 US HWY ONE STE 600			3.3 STREET ADDRESS			
CITY-ST-ZIP	N PALM BCH FL 33408			3.4 CITY-ST-ZIP			
TITLE	T	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	DT	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	MCGRATH, ROBERT L			4.2 NAME	BOYLAN, PETER D.		
STREET ADDRESS	11760 US HWY ONE STE 600			4.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600		
CITY-ST-ZIP	N PALM BCH FL 33408			4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408		
TITLE	S	<input type="checkbox"/> DELETE		5.1 TITLE	AS	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	CARPENTER, F.M.			5.2 NAME	HATHAWAY, SCOT C		
STREET ADDRESS	11760 US HWY ONE STE 600			5.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600		
CITY-ST-ZIP	NORTH PALM BEACH FL 33408			5.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408		
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	AS	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				6.2 NAME	PONDER, STEPHEN H		
STREET ADDRESS				6.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600		
CITY-ST-ZIP				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)691-3500

CR2E034 (10/97)