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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # L75204

1. Corporation Name
ESI SKY RIVER, INC.



Principal Place of Business
 700 UNIVERSE BLVD
 JUNO BEACH FL 33408

Mailing Address
 ATTN: FRANCES M. CARPENTER
 700 UNIVERSE BLVD
 JUNO BEACH FL 33408

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/23/1990

4. FEI Number
65-0198819

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

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

8. This corporation owes the current year Intangible Personal Property Tax. Yes No **As Attached**

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

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

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|---|---------------------------|---|------------------------------|
| TITLE DV | CARPENTER, LARRY K | 1.1 TITLE D/P | Yackira, Michael W. |
| NAME | | 1.2 NAME | |
| STREET ADDRESS 11760 US HWY ONE STE 600 | | 1.3 STREET ADDRESS 700 Universe Blvd. | |
| CITY-ST-ZIP N PALM BCH FL 33408 | | 1.4 CITY-ST-ZIP Juno Beach FL 33408 | |
| TITLE DV | HOFFMAN, KENNETH P | 2.1 TITLE D/V | Hoffman, Kenneth P. |
| NAME | | 2.2 NAME | |
| STREET ADDRESS 11760 US HWY ONE STE 600 | | 2.3 STREET ADDRESS 700 Universe Blvd. | |
| CITY-ST-ZIP N PALM BCH FL 33408 | | 2.4 CITY-ST-ZIP Juno Beach FL 33408 | |
| TITLE DP | GELBER, LESLIE J | 3.1 TITLE D/T | Boylan, Peter D. |
| NAME | | 3.2 NAME | |
| STREET ADDRESS 11760 US HWY ONE STE 600 | | 3.3 STREET ADDRESS 700 Universe Blvd. | |
| CITY-ST-ZIP N PALM BCH FL 33408 | | 3.4 CITY-ST-ZIP Juno Beach FL 33408 | |
| TITLE DT | BOYLAN, PETER D | 4.1 TITLE S | Carpenter, Frances M. |
| NAME | | 4.2 NAME | |
| STREET ADDRESS 11760 US HWY 1, STE 600 | | 4.3 STREET ADDRESS 700 Universe Blvd. | |
| CITY-ST-ZIP N PALM BCH FL 33408 | | 4.4 CITY-ST-ZIP Juno Beach FL 33408 | |
| TITLE S | CARPENTER, F.M. | 5.1 TITLE AS | Hathaway, Scot C. |
| NAME | | 5.2 NAME | |
| STREET ADDRESS 11760 US HWY ONE STE 600 | | 5.3 STREET ADDRESS 700 Universe Blvd. | |
| CITY-ST-ZIP NORTH PALM BEACH FL 33408 | | 5.4 CITY-ST-ZIP Juno Beach FL 33408 | |
| TITLE AS | PONDER, STEPHEN H | 6.1 TITLE AS | Ponder, Stephen H. |
| NAME | | 6.2 NAME | |
| STREET ADDRESS 11760 US HWY 1, STE 600 | | 6.3 STREET ADDRESS 700 Universe Blvd. | |
| CITY-ST-ZIP N PALM BCH FL 33408 | | 6.4 CITY-ST-ZIP Juno 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, with all other like empowered.

SIGNATURE: Frances M. Carpenter **FRANCES M. Carpenter** 3/3/99 561-691-7171
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (11/98)

L75204

389836-90159-11

ADDENDUM TO 1999 FLORIDA ANNUAL REPORT

ESI SKY RIVER, INC.
Document # L75204

SECTION 8

Intangible tax is paid by parent company FPL GROUP, INC., FEI #59-2449419

SECTION 13

| | |
|------------------------|--|
| TITLE: | AS |
| NAME: | Tancer, Edward F. |
| STREET ADDRESS: | 700 Universe Blvd Juno Beach FL 33408 |