

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

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PROFIT CORPORATION ANNUAL REPORT 1999

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

FILED  
 99 MAR -4 AM 11: 17

DOCUMENT # **P28729**  
 1. Corporation Name  
**ESI CALIFORNIA HOLDINGS, INC.**

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA



Principal Place of Business  
**700 UNIVERSE BOULEVARD  
 JUNO BEACH FL 33408**

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

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified  
**04/02/1990**

4. FEI Number  
**65-0179481** Applied For Not Applicable

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 **XX** Yes [ ] No

10. Name and Address of New Registered Agent

9. Name and Address of Current Registered Agent

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

81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 83 City

990002801809-2  
 -03/11/99--01010--008  
 \*\*\*\*150. PL \*\*\*\*150.00

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 agent changes) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	DP	XX DELETE
NAME	GELBER, LESLIE J	
STREET ADDRESS	11760 US HWY ONE, #600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DVP	[ ] DELETE
NAME	HOFFMAN, KENNETH P	
STREET ADDRESS	11760 US HWY ONE, #600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DT	[ ] DELETE
NAME	BOYLAN, PETER	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	S	[ ] DELETE
NAME	CARPENTER, FRANCES M	
STREET ADDRESS	11760 US HWY ONE, #600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	AS	[ ] DELETE
NAME	HATHAWAY, SCOT C	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	AS	[ ] DELETE
NAME	PONDER, STEPHEN H	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	DP	[ ] Change	XX Addition
12 NAME	YACKIRA, MICHAEL W		
13 STREET ADDRESS	700 UNIVERSE BLVD		
14 CITY-ST-ZIP	JUNO BEACH FL 33408-2657		
21 TITLE		XX Change	[ ] Addition
22 NAME			
23 STREET ADDRESS	700 UNIVERSE BLVD		
24 CITY-ST-ZIP	JUNO BEACH FL 33408-2657		
31 TITLE		XX Change	[ ] Addition
32 NAME			
33 STREET ADDRESS	700 UNIVERSE BLVD		
34 CITY-ST-ZIP	JUNO BEACH FL 33408-2657		
41 TITLE		XX Change	[ ] Addition
42 NAME			
43 STREET ADDRESS	700 UNIVERSE BLVD		
44 CITY-ST-ZIP	JUNO BEACH FL 33408-2657		
51 TITLE		XX Change	[ ] Addition
52 NAME			
53 STREET ADDRESS	700 UNIVERSE BLVD		
54 CITY-ST-ZIP	JUNO BEACH FL 33408-2657		
61 TITLE		XX Change	[ ] Addition
62 NAME			
63 STREET ADDRESS	700 UNIVERSE BLVD		
64 CITY-ST-ZIP	JUNO BEACH FL 33408-2657		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), 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 2/8/99 (561)691 7171

CR2E034 (11/98)

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**ADDENDUM TO 1999 FLORIDA ANNUAL REPORT  
SECTION 13**

**ESI CALIFORNIA HOLDINGS, INC.                      DOCUMENT # P28729**  
**A California Corporation Qualified to Transact Business in Florida**

<b>TITLE:</b>	AS	
<b>NAME:</b>	TANCER, EDWARD F	
<b>STREET ADDRESS:</b>	700 UNIVERSE BLVD	
	JUNO BEACH FL 33408	CHANGE

**SECTION 8**

INTANGIBLE TAX IS PAID BY PARENT COMPANY, FPL GROUP, INC.,  
FEI #59-2449419