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FILED
Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000010025 (2)

1. Corporation Name
ESI OPERATING SERVICES, INC.

Principal Place of Business 11780 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	Mailing Address 11780 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408-3029
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3. Date Incorporated or Qualified 02/07/1994	3a. Date of Last Report 04/16/1996
4. FEI Number 65-0471798	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No See Attached	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

LEON, JOAQUIN E
9250 WEST 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. City	
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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DV HOFFMAN, KENNETH P	1.2 NAME	
STREET ADDRESS	11780 US HIGHWAY ONE SUITE 600	1.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S CARPENTER, FRANCES M	2.2 NAME	
STREET ADDRESS	11780 US HIGHWAY ONE SUITE 600	2.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DV GELBER, LESLIE J	3.2 NAME	
STREET ADDRESS	11780 US HIGHWAY ONE SUITE 600	3.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	3.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DP FRIES, WILLIAM A	4.2 NAME	DV KEENER, JAMES A
STREET ADDRESS	11780 US HIGHWAY ONE SUITE 600	4.3 STREET ADDRESS	11780 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	T MCGRATH, ROBERT L	5.2 NAME	
STREET ADDRESS	11780 US HIGHWAY ONE SUITE 600	5.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, Secty.** 3/24/97 691-561-3500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0301199

CR2E034 (9/96)