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Mar 05 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 # P94000017043 (8)

1. Corporation Name
ESI DIXIE VALLEY, 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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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 03/02/1994	3a. Date of Last Report 04/16/1996
21. Suite, Apt #, etc.	26. Suite, Apt #, etc.	4. FEI Number 65-0477780	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	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

9. Name and Address of Current Registered Agent LEON, J. E 9250 W. FLAGLER STREET 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: _____
Sign if not 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	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARPENTER, LARRY K	1.2 NAME	
STREET ADDRESS	11780 US HWY ONE, #600	1.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	1.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GELBER, LESLIE J	2.2 NAME	
STREET ADDRESS	11780 US HWY ONE, #600	2.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	2.4 CITY-ST-ZIP	
TITLE	DT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCGRATH, ROBERT L	3.2 NAME	
STREET ADDRESS	11780 US HWY ONE, #600	3.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARPENTER, FRANCES M	4.2 NAME	
STREET ADDRESS	11780 US HWY ONE, #600	4.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		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 supplement 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** **2/11/97** **561-691-3500**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)