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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P94000020852

1. Corporation Name
ESI DIXIE VALLEY LP, INC.



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

3. Date Incorporated or Qualified: 03/17/1994
4. FEI Number: 65-0487073 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: Yes No See Attached

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

9. Name and Address of Current Registered Agent

LEON, J. E
9250 WEST 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	CARPENTER, LARRY K	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DV	<input checked="" type="checkbox"/> DELETE
NAME	GELBER, LESLIE J	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	DT	<input type="checkbox"/> DELETE
NAME	BOYLAN, PETER	
STREET ADDRESS	11760 US HWY 1, SUITE 600	
CITY-ST-ZIP	N. PALM BEACH FL 33408	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CARPENTER, FRANCES M	
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	HATHAWAY, SCOT C	
STREET ADDRESS	11760 US HWY 1, SUITE 600	
CITY-ST-ZIP	N. PALM BEACH FL 33408	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	TANCER, EDWARD F.	
STREET ADDRESS	11760 US HWY 1, SUIT E600	
CITY-ST-ZIP	N. PALM BEACH FL 33408	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	YACKIRA, MICHAEL W	
1.3 STREET ADDRESS	700 UNIVERSE BLVD	
1.4 CITY-ST-ZIP	JUNO BEACH FL 33408	
2.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	GRANT, DERREL A	
2.3 STREET ADDRESS	700 UNIVERSE BLVD	
2.4 CITY-ST-ZIP	JUNO BEACH FL 33408	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS	700 UNIVERSE BLVD	
3.4 CITY-ST-ZIP	JUNO BEACH FL 33408	
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	700 UNIVERSE BLVD	
4.4 CITY-ST-ZIP	JUNO BEACH FL 33408	
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	700 UNIVERSE BLVD	
5.4 CITY-ST-ZIP	JUNO BEACH FL 33408	
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	700 UNIVERSE BLVD	
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
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 2/19/99 Daytime Phone #: (561) 691-717

CR2E034 (1/1998)

P94000020852

389841-90159-16

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

ESI DIXIE VALLEY LP, INC. DOCUMENT #94000020852

TITLE: D
NAME: HOFFMAN, KENNETH P
STREET ADDRESS: 700 UNIVERSE BLVD
JUNO BEACH FL 33408

TITLE: AS
NAME: PONDER, STEPHEN H
STREET ADDRESS: 700 UNIVERSE BLVD
JUNO BEACH FL 33408

SECTION 8

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