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04-01-1999 90045 033 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000021538

1. Corporation Name
ESI CHEROKEE GP, 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
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/15/1995

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

4. FEI Number 65-0578189	Applied For 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 owes the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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	
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DV <input checked="" type="checkbox"/> DELETE
NAME	GELBER, LESLIE J
STREET ADDRESS	11760 US HWY ONE, #600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	DV <input type="checkbox"/> DELETE
NAME	LEIGHTON, MICHAEL L
STREET ADDRESS	11760 US HWY ONE, #600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	DT <input type="checkbox"/> DELETE
NAME	BOYLAN, PETER
STREET ADDRESS	11760 US HWY ONE, #600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	S <input type="checkbox"/> DELETE
NAME	CARPENTER, FRANCES M
STREET ADDRESS	11760 US HWY ONE, #600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	AS <input type="checkbox"/> DELETE
NAME	TANCER, EDWARD F
STREET ADDRESS	11760 HS HWY ONE, STE 600
CITY-ST-ZIP	N PALM BEACH FL
TITLE	AS <input type="checkbox"/> DELETE
NAME	HATHWAY, SCOT C.
STREET ADDRESS	11760 U. S. HWY ONE STE 600
CITY-ST-ZIP	NORTH 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 33408-2657
2.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	700 UNIVERSE BLVD
2.4 CITY-ST-ZIP	JUNO BEACH FL 33408-2657
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 33408-2657
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 33408-2657
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 33408-2657
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 33408-2657

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 2/8/99 (561)691 7171
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

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

ESI CHEROKEE GP, INC.

DOCUMENT # P5000021538

TITLE: DV **CHANGE**
NAME: SMITH, GLENN E
STREET ADDRESS: 700 UNIVERSE BLVD
JUNO BEACH FL 33408

TITLE: V **CHANGE**
NAME: FRIES, WILLIAM A
STREET ADDRESS: 700 UNIVERSE BLVD
JUNO BEACH FL 33408

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

TITLE: AS **CHANGE**
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