

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

**FILED**  
**Mar 26 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P95000085006 (1)**  
 1. Corporation Name  
**ESL PHILIPPINES, INC.**

Principal Place of Business <b>11760 US HIGHWAY ONE                  SUITE 600                  NORTH PALM BEACH FL 33408</b>	Mailing Address <b>11760 US HIGHWAY ONE                  SUITE 600                  NORTH PALM BEACH FL 33408</b>
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DO NOT WRITE IN THIS SPACE

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	30

3. Date Incorporated or Qualified <b>11/02/1995</b>	
4. FEI Number <b>65-0625758</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <b>See Attached</b>	

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

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	<b>DP</b>	<input type="checkbox"/> DELETE
NAME	<b>CARPENTER, LARRY K</b>	
STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	
TITLE	<b>DV</b>	<input type="checkbox"/> DELETE
NAME	<b>GELBER, LESLIE J</b>	
STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	
TITLE	<b>DT</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>MCGRATH, ROBERT L</b>	
STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	
TITLE	<b>S</b>	<input type="checkbox"/> DELETE
NAME	<b>CARPENTER, FRANCES M</b>	
STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>DV</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>CARPENTER, LARRY K</b>	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	<b>DP</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	<b>GELBER, LESLIE J</b>	
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	<b>DT</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	<b>BOYLAN, PETER</b>	
3.3 STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
3.4 CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	
4.1 TITLE	<b>AS</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	<b>HATHAWAY, SCOT C</b>	
4.3 STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
4.4 CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	
5.1 TITLE	<b>AS</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<b>PONDER, STEPHEN H</b>	
5.3 STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
5.4 CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	
6.1 TITLE	<b>AS</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>TANCER, EDWARD F</b>	
6.3 STREET ADDRESS	<b>11760 US HIGHWAY ONE SUITE 600</b>	
6.4 CITY-ST-ZIP	<b>NORTH PALM BEACH FL 33408</b>	

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.

SIGNATURE: **FRANCES M. CARPENTER, SECRETARY** *Frances M. Carpenter* 2/18/98 (561)691-3500

CR2E034 (10/97)