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Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90114 038 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P95000085006

1. Corporation Name
ESI PHILIPPINES, INC.

Principal Place of Business
 700 UNIVERSE BLVD.
 JUNO BEACH FL 33408

Mailing Address
 ATTN: FRANCES M. CARPENTER
 700 UNIVERSE BLVD.
 JUNO BEACH FL 33408



DO NOT WRITE IN THIS SPACE

| | |
|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| 3. Date Incorporated or Qualified 11/02/1995 | |
| 4. FEI Number 65-0625758 | 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 owes the current year Intangible Personal Property Tax. | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No As 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 | 30 |

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 |

FL

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 | CARPENTER, LARRY K |
| STREET ADDRESS | 11760 US HIGHWAY ONE SUITE 600 |
| CITY-ST-ZIP | NORTH PALM BEACH FL 33408 |
| TITLE | DP <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 checked="" type="checkbox"/> DELETE |
| NAME | BOYLAN, PETER |
| STREET ADDRESS | 11760 US HWY 1, STE 600 |
| CITY-ST-ZIP | N PALM BCH FL 33408 |
| TITLE | S <input checked="" 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 checked="" type="checkbox"/> DELETE |
| NAME | HATHAWAY, SCOT C |
| STREET ADDRESS | 11760 US HWY 1, STE 600 |
| CITY-ST-ZIP | N PALM BCH FL 33408 |
| TITLE | AS <input checked="" type="checkbox"/> DELETE |
| NAME | PONDER, STEPHEN H |
| STREET ADDRESS | 11760 US HWY 1, STE 600 |
| CITY-ST-ZIP | N PALM BCH FL 33408 |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|-------------------------------------------------------|----------------------------------------------------------------------------------|
| 1.1 TITLE | D/P <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 | D/V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 2.2 NAME | Hoffman, Kenneth P. |
| 2.3 STREET ADDRESS | 700 Universe Blvd. |
| 2.4 CITY-ST-ZIP | Juno Beach FL 33408 |
| 3.1 TITLE | D/T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | Boylan, Peter D. |
| 3.3 STREET ADDRESS | 700 Universe Blvd. |
| 3.4 CITY-ST-ZIP | Juno Beach FL 33408 |
| 4.1 TITLE | S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 4.2 NAME | Carpenter, Frances M. |
| 4.3 STREET ADDRESS | 700 Universe Blvd. |
| 4.4 CITY-ST-ZIP | Juno Beach FL 33408 |
| 5.1 TITLE | AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 5.2 NAME | Hathaway, Scot C. |
| 5.3 STREET ADDRESS | 700 Universe Blvd. |
| 5.4 CITY-ST-ZIP | Juno Beach FL 33408 |
| 6.1 TITLE | AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 6.2 NAME | Ponder, Stephen H. |
| 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** **3/3/99** **561-691-7171**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)