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Mar 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P96000082917 (1)
 1. Corporation Name
ESI DOSWELL GP II, INC.



Principal Place of Business: 11760 U.S. HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
 Mailing Address: 11760 U.S. HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30
 3. Date Incorporated or Qualified: 10/08/1996
 4. FEI Number: 65-0704961
 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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No **See Attached**

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, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: AS NAME: TANCER, EDWARD F STREET ADDRESS: 11760 U.S. HIGHWAY ONE CITY-ST-ZIP: NORTH PALM BEACH FL	<input type="checkbox"/> DELETE	1.1 TITLE: DT 1.2 NAME: BOYLAN, PETER 1.3 STREET ADDRESS: 11760 US HIGHWAY ONE SUITE 600 1.4 CITY-ST-ZIP: NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: DP NAME: HOFFMAN, KENNETH P. STREET ADDRESS: 11760 US HWY ONE, STE. 600 CITY-ST-ZIP: NORTH PALM BEACH FL	<input type="checkbox"/> DELETE	2.1 TITLE: AS 2.2 NAME: HATHAWAY, SCOT C 2.3 STREET ADDRESS: 11760 US HIGHWAY ONE SUITE 600 2.4 CITY-ST-ZIP: NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: DV NAME: GELBER, LESLIE J. STREET ADDRESS: 11760 US HWY ONE, STE. 600 CITY-ST-ZIP: NORTH PALM BEACH FL	<input type="checkbox"/> DELETE	3.1 TITLE: AS 3.2 NAME: PONDER, STEPHEN H 3.3 STREET ADDRESS: 11760 US HIGHWAY ONE SUITE 600 3.4 CITY-ST-ZIP: NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: DT NAME: MCGRATH, ROBERT L. STREET ADDRESS: 11760 US HWY ONE, STE. 600 CITY-ST-ZIP: NORTH PALM BEACH FL	<input checked="" type="checkbox"/> DELETE	4.1 TITLE: V 4.2 NAME: SMITH, GLENN E 4.3 STREET ADDRESS: 11760 US HIGHWAY ONE SUITE 600 4.4 CITY-ST-ZIP: NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: S NAME: CARPENTER, FRANCES M. STREET ADDRESS: 11760 US HWY ONE, STE. 600 CITY-ST-ZIP: NORTH PALM BEACH FL	<input type="checkbox"/> DELETE	5.1 TITLE: D/V 5.2 NAME: HOFFMAN, KENNETH P. 5.3 STREET ADDRESS: 5.4 CITY-ST-ZIP:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: NAME: STREET ADDRESS: CITY-ST-ZIP:	<input type="checkbox"/> DELETE	6.1 TITLE: D/P 6.2 NAME: GELBER, LESLIE J. 6.3 STREET ADDRESS: 6.4 CITY-ST-ZIP:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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* 2/16/98 (561)691-3500

CR2E034 (10/97)