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Mar 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000001393 (2)
 1. Corporation Name
ESI CALISTOGA LP, INC.



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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/06/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0728168	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	30	Country
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	85	Zip Code
82	Street Address (P.O. Box Number is Not Acceptable)		
83			
84	City	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	D <input type="checkbox"/> DELETE	1.1 TITLE	DT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TANCER, EDWARD F	1.2 NAME	BOYLAN, PETER
STREET ADDRESS	11760 US HIGHWAY ONE, STE 600	1.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	1.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	HATHAWAY, SCOT C
STREET ADDRESS		2.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		2.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	PONDER, STEPHEN H
STREET ADDRESS		3.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		3.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	TANCER, EDWARD F
STREET ADDRESS		4.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	DP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	GELBER, LESLIE J
STREET ADDRESS		5.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		5.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	DV <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	CARPENTER, LARRY K
STREET ADDRESS		6.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		6.4 CITY-ST-ZIP	NORTH PALM 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.

SIGNATURE: **FRANCES M CARPENTER, SECRETARY** *Frances M. Carpenter* 2/5/98 (561)691-3500

CR2E034 (1097)

ADDENDUM TO 1998 FLORIDA ANNUAL REPORT-SECTION 13

ESI CALISTOGA LP, INC.

DOCUMENT #P97000001393

TITLE NAME	V	ADDITION
STREET ADDRESS	HOFFMAN, KENNETH P	
CITY-ST-ZIP	11760 US HIGHWAY ONE SUITE 600	
	NORTH PALM BEACH FL 33408	

TITLE NAME	S	ADDITION
STREET ADDRESS	CARPENTER, FRANCES M.	
CITY-ST-ZIP	11760 US HIGHWAY ONE SUITE 600	
	NORTH PALM BEACH FL 33408	