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Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P97000006953 (8)
1. Corporation Name

~~XXXXXXXXXXXXXXXXXXXX~~
ESI CHESAPEAKE POWER, INC. *N/C 12-19-97*



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

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|---|--------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 01/22/1997 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 65-0825371 | 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 | 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 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 (P.O. Box Number is Not Acceptable) | 500002494775 | | | |
| 83 | City | -04/21/98--01025--018 | | | |
| 84 | City | ***150.00 | FL | 65 | 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------------------|---|---|
| TITLE | D <input type="checkbox"/> DELETE | 1.1 TITLE | AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | TANCER, EDWARD F | 1.2 NAME | TANCER, EDWARD F |
| STREET ADDRESS | 11760 U.S. HIGHWAY ONE | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | NORTH PALM BEACH FL 33408 | 1.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 2.1 TITLE | DP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | | 2.2 NAME | GELBER, LESLIE J |
| 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 | DV <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | | 3.2 NAME | CARPENTER, LARRY K |
| 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 | DV <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | | 4.2 NAME | HOFFMAN, KENNETH P |
| 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 | S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | | 5.2 NAME | CARPENTER, FRANCES M |
| 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 | DT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | | 6.2 NAME | BOYLAN, PETER D |
| 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* 2/18/98 (561)691-3500

CR2E034 (10/97)

Addendum to Florida Corporation Annual Report 1998

Name of Corporation: ESI CHESAPEAKE POWER, INC.

Document #P7000006953 (8)

Title: AS
Name: HATHAWAY, SCOT C
Address: 11760 US HIGHWAY ONE SUITE 600
NORTH PALM BEACH FL 33408

ADDITION

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Addendum to Florida Corporation Annual Report 1998

Name of Corporation: ESI CHESAPEAKE POWER, INC.

Document #P7000006953 (8)

Title: AS
Name: PONDER, STEPHEN H
Address: 11760 US HIGHWAY ONE SUITE 600
NORTH PALM BEACH FL 33408

ADDITION