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**Apr 13 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 # P97000097447 (1)
1. Corporation Name
ESI NORTHEAST ENERGY FUNDING, INC.



Principal Place of Business: 11780 U.S. HIGHWAY ONE #600 NORTH PALM BEACH FL 33408
Mailing Address: 11760 U.S. HIGHWAY ONE #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 11/13/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0805440	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	\$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	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
LEON, J E 9250 WEST FLAGLER STREET MIAMI FL 33174				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D TANCER, EDWARD F	1.1 TITLE	DP GELBER, LESLIE J
NAME	11760 U.S. HIGHWAY ONE #600	1.2 NAME	11760 US HIGHWAY ONE SUITE 600
STREET ADDRESS	NORTH PALM BEACH FL 33408	1.3 STREET ADDRESS	NORTH PALM BEACH FL 33408
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	DV SMITH, GLENN E
NAME		2.2 NAME	11760 US HIGHWAY ONE SUITE 600
STREET ADDRESS		2.3 STREET ADDRESS	NORTH PALM BEACH FL 33408
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	V HOFFMAN, KENNETH P
NAME		3.2 NAME	11760 US HIGHWAY ONE SUITE 600
STREET ADDRESS		3.3 STREET ADDRESS	NORTH PALM BEACH FL 33408
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	DT BOYLAN, PETER D.
NAME		4.2 NAME	11760 US HIGHWAY ONE SUITE 600
STREET ADDRESS		4.3 STREET ADDRESS	NORTH PALM BEACH FL 33408
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	S CARPENTER, FRANCES M
NAME		5.2 NAME	11760 US HIGHWAY ONE SUITE 600
STREET ADDRESS		5.3 STREET ADDRESS	NORTH PALM BEACH FL 33408
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	AS HATHAWAY, SCOT C
NAME		6.2 NAME	11760 US HIGHWAY ONE SUITE 600
STREET ADDRESS		6.3 STREET ADDRESS	NORTH PALM BEACH FL 33408
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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* 16/98 (561)691-3500

CR2E034 (10/97)

ADDENDUM TO 1998 FLORIDA ANNUAL REPORT-SECTION 13

**ESI NORTHEAST ENERGY FUNDING, INC.
DOCUMENT #P97000097447**

TITLE NAME	AS	CHANGE
STREET ADDRESS	TANCER, EDWARD F	
CITY-ST-ZIP	11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	

TITLE NAME	AS	ADDITION
STREET ADDRESS	PONDER, STEPHEN H	
CITY-ST-ZIP	11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	