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Apr 14 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 # H65926 (8)
1. Corporation Name
ESI ENERGY, INC.



Principal Place of Business
11760 US HWY ONE
SUITE 600
NORTH PALM BEACH FL 33408
US

Mailing Address
700 UNIVERSE BLVD
ATTN: COYLE, DENNIS, P
JUNO BEACH FL 33408
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		07/11/1985	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-2558254	
24 Country		29 Country		5. Certificate of Status Desired	
				6. Election Campaign Financing	
				Trust Fund Contribution	
				8. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30.	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
LEON, J E 9250 W. FLAGLER ST MIAMI FL 33174				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE				1.1 TITLE			
NAME				1.2 NAME			
STREET ADDRESS				1.3 STREET ADDRESS			
CITY-ST-ZIP				1.4 CITY-ST-ZIP			
2. BROADHEAD, JAMES L				2.1 TITLE			
700 UNIVERSE BLVD				2.2 NAME			
JUNO BCH FL				2.3 STREET ADDRESS			
3. COYLE, D P				2.4 CITY-ST-ZIP			
700 UNIVERSE BLVD				3.1 TITLE			
JUNO BCH FL				3.2 NAME			
4. SAMIL, D.L.				3.3 STREET ADDRESS			
700 UNIVERSE BLVD				3.4 CITY-ST-ZIP			
JUNO BEACH FL				4.1 TITLE			
5. CARPENTER, F.M.				4.2 NAME			
11760 US HWY ONE #600				4.3 STREET ADDRESS			
NORTH PALM BEACH FL				4.4 CITY-ST-ZIP			
6. GELBER, LESLIE J				5.1 TITLE			
11760 US HWY ONE #3600				5.2 NAME			
NORTH PALM BEACH FL				5.3 STREET ADDRESS			
7. EVANSON, PAUL J				5.4 CITY-ST-ZIP			
700 UNIVERSE BLVD S600				6.1 TITLE			
W PALM BCH FL				6.2 NAME			
				6.3 STREET ADDRESS			
				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.

CR2E034 (10/97)

ATTACHMENT

13. Names and Street Addresses of Each Officer and Director (Continued).

V	Boylan, Peter D.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
V	Bonilla, Lori J.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
V	Carpenter, Larry K.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
V	Fries, William A.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
V	Keener, James A.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
V	Smith, Glenn E.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
AS	Hathaway, Scot C.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
AC	Perez, Carmen M.	9250 West Flagler Street, Miami, FL 33102
AS	Ponder, Stephen H.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408
AS	Tancer, Edward F.	11760 U. S. Highway One, Suite 600, North Palm Beach, FL, 33408