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FILED  
Mar 26 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Northam</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **K93491** (4)  
1. Corporation Name  
**ESI VICTORY, INC.**

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

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified <b>06/07/1989</b>	4. FEI Number <b>65-0125823</b> Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	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 <b>See Attached</b>
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9. Name and Address of Current Registered Agent <b>LEON, J E 9250 W. FLAGLER ST MIAMI FL 33174</b>	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 85 Zip Code
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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 NAME STREET ADDRESS CITY-ST-ZIP	<b>DV CARPENTER, LARRY K. 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<b>DT BOYLAN, PETER 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>DP HOFFMAN, KENNETH P 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<b>DV HOFFMAN, KENNETH P</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>DV GELBER, LESLIE J 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<b>DP GELBER, LESLIE J</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>T MCGRATH, ROBERT L 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<b>AS HATHAWAY, SCOT C 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>S CARPENTER, FRANCES M 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<b>AS PONDER, STEPHEN H 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<b>AS TANCER, EDWARD F 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408</b> <input type="checkbox"/> Change <input checked="" 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* 3/18/98 (561) 621-2500

CR2E034 (10/97)