

*** FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

FILED

Mar 26 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 # L75204 (2)
1. Corporation Name
ESI SKY RIVER, INC.

Principal Place of Business C/O ESI ENERGY, INC. 11760 US HIGHWAY ONE N PALM BEACH FL 33408	Mailing Address C/O ESI ENERGY, INC. 11760 US HIGHWAY ONE N PALM BEACH FL 33408
---	---



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/23/1990	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 65-0198819		<input type="checkbox"/> Applied For <input type="checkbox"/> 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		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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DV	<input type="checkbox"/> DELETE CARPENTER, LARRY K 11760 US HWY ONE STE 600 N PALM BCH FL 33408	1.1 TITLE AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition TANCER, EDWARD F 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
TITLE DP	<input type="checkbox"/> DELETE HOFFMAN, KENNETH P 11760 US HWY ONE STE 600 N PALM BCH FL 33408	2.1 TITLE DV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition HOFFMAN, KENNETH P
TITLE DV	<input type="checkbox"/> DELETE GELBER, LESLIE J 11760 US HWY ONE STE 800 N PALM BCH FL 33408	3.1 TITLE DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition GELBER, LESLIE J
TITLE T	<input checked="" type="checkbox"/> DELETE MCGRATH, ROBERT L 11760 US HWY ONE STE 600 N PALM BCH FL 33408	4.1 TITLE DT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition BOYLAN, PETER D. 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
TITLE S	<input type="checkbox"/> DELETE CARPENTER, F.M. 11760 US HWY ONE STE 600 NORTH PALM BEACH FL 33408	5.1 TITLE AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition HATHAWAY, SCOT C 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
TITLE 	<input type="checkbox"/> DELETE	6.1 TITLE AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition PONDER, STEPHEN H 11760 US HIGHWAY ONE SUITE 600 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**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone # 0314414

CR2E034 (10/97)