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Apr 20, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # M54393

1. Corporation Name
ESI GEOTHERMAL II INC.

Principal Place of Business 700 UNIVERSE BLVD JUNO BEACH FL 33408	Mailing Address ATTN: FRANCES M. CARPENTER 700 UNIVERSE BLVD JUNO BEACH FL 33408
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/23/1987	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2819451	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 the current year intangible Personal Property Tax.	<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	FL	85

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 checked="" type="checkbox"/> DELETE	1.1 TITLE	D/P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CARPENTER, LARRY K	1.2 NAME	Yackira, Michael W.
STREET ADDRESS	11760 US HWY ONE STE 600	1.3 STREET ADDRESS	700 Universe Blvd
CITY-ST-ZIP	N. PALM BCH. FL 33408	1.4 CITY-ST-ZIP	Juno Beach FL 33408
TITLE	DV <input checked="" type="checkbox"/> DELETE	2.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GELBER, LESLIE J	2.2 NAME	Grant, Jr., Derrel A.
STREET ADDRESS	11760 US HWY ONE 600	2.3 STREET ADDRESS	700 Universe Blvd
CITY-ST-ZIP	N PALM BEACH FL 33408	2.4 CITY-ST-ZIP	Juno Beach FL 33408
TITLE	PD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	D/V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOFFMAN, KENNETH P.	3.2 NAME	Hoffman, Kenneth P.
STREET ADDRESS	11760 US HWY ONE 600	3.3 STREET ADDRESS	700 Universe Blvd
CITY-ST-ZIP	N. PALM BCH. FL 33408	3.4 CITY-ST-ZIP	Juno Beach FL 33408
TITLE	DT <input checked="" type="checkbox"/> DELETE	4.1 TITLE	D/T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BOYLAN, PETER	4.2 NAME	Boylan, Peter D.
STREET ADDRESS	11760 US HWY 1 STE 600	4.3 STREET ADDRESS	700 Universe Blvd
CITY-ST-ZIP	N PALM BCH FL 33408	4.4 CITY-ST-ZIP	Juno Beach FL 33408
TITLE	S <input checked="" type="checkbox"/> DELETE	5.1 TITLE	S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CARPENTER, FRANCES M.	5.2 NAME	Carpenter, Frances M.
STREET ADDRESS	11760 US HWY ONE 600	5.3 STREET ADDRESS	700 Universe Blvd
CITY-ST-ZIP	N. PALM BCH. FL 33408	5.4 CITY-ST-ZIP	Juno Beach FL 33408
TITLE	AS <input checked="" type="checkbox"/> DELETE	6.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HATHAWAY, SCOT C	6.2 NAME	Hathaway, Scot C.
STREET ADDRESS	11760 US HWY 1, STE 600	6.3 STREET ADDRESS	700 Universe Blvd
CITY-ST-ZIP	N PALM BCH FL 33408	6.4 CITY-ST-ZIP	Juno 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, with all other like empowered.

SIGNATURE *Frances M. Carpenter* **FRANCES M. Carpenter** 3/2/99 561-691-7171
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)