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FILED
Mar 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P94000010164 (9)**

1. Corporation Name

ESI VIRGINIA POWER SERVICES, INC.

Principal Place of Business
**11780 US HIGHWAY ONE
SUITE 600
NORTH PALM BEACH FL 33408**

Mailing Address
**11780 US HIGHWAY ONE
SUITE 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 02/07/1994	4. FEI Number 65-0471761	Applied For <input type="checkbox"/> Not Applicable					
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	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					
22. City & State	27. City & State	23. Zip	24. Country	25. Zip	26. Country	27. Zip	28. Country	29. Zip	30. Country

9. Name and Address of Current Registered Agent

**LEON, JOAQUIN E
9250 WEST FLAGLER ST.
MIAMI FL 33174**

10. Name and Address of New Registered Agent

81. Name	82. Street Address (P.O. Box Number is Not Acceptable)	83. City	84. Zip Code FL
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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	DV <input type="checkbox"/> DELETE	1.1 TITLE	DP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GELBER, LESLIE J	1.2 NAME	GELBER, LESLIE J
STREET ADDRESS	11780 US HIGHWAY ONE SUITE 600	1.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	1.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	DT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KEENER, JAMES A.	2.2 NAME	BOYLAN, PETER D
STREET ADDRESS	11780 US HWY 1	2.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	N. PALM BEACH FL	2.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CARPENTER, FRANCES M	3.2 NAME	HATHAWAY, SCOT C
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	3.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	3.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	DV <input type="checkbox"/> DELETE	4.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOFFMAN, KENNETH P	4.2 NAME	PONDER, STEPHEN H
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	4.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	T <input checked="" type="checkbox"/> DELETE	5.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCGRATH, ROBERT L	5.2 NAME	TANCER, EDWARD F
STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600	5.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	5.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	S <input checked="" type="checkbox"/> DELETE	6.1 TITLE	
NAME	CARPENTER, FRANCES M.	6.2 NAME	
STREET ADDRESS	11760 US HWY 1	6.3 STREET ADDRESS	
CITY-ST-ZIP	N. PALM BEACH FL	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* 2/18/98 (561) 691-3500

CR2E034 (10/97)