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**Apr 01 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 # P95000021538 (0)
 1. Corporation Name
ESI CHEROKEE GP, INC.



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

3. Date Incorporated or Qualified
03/15/1995

21. Principal Place of Business Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Country	26. Mailing Address Suite, Apt. #, etc.	27. City & State	28. Zip	29. Country	30. Country
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4. FEI Number 65-0578189	Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
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 <i>See Attached</i>		

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	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
83.	
84. City	

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

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
	DV	GELBER, LESLIE J	11760 US HWY ONE, #600 NORTH PALM BEACH FL 33408	
	DP	LEIGHTON, MICHAEL L	11760 US HWY ONE, #600 NORTH PALM BEACH FL 33408	
	DT	MCGRATH, ROBERT L	11760 US HWY ONE, #600 NORTH PALM BEACH FL 33408	<input checked="" type="checkbox"/> DELETE
	S	CARPENTER, FRANCES M	11760 US HWY ONE, #600 NORTH PALM BEACH FL 33408	
	AS	TANCER, EDWARD F	11760 HS HWY ONE, STE 600 N PALM BEACH FL	
				<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	DT	BOYLAN, PETER	11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	
	AS	HATHAWAY, SCOT C	11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	AS	PONDER, STEPHEN H	11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	V	FRIES, WILLIAM A	117600 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	V	HOFFMAN, KENNETH P	11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	V	SMITH, GLENN E	11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	<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(9)(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 _____ DATE _____

CR2E034 (10/97)

ADDENDUM TO 1998 FLORIDA ANNUAL REPORT-SECTION 13

ESI CHEROKEE GP, INC.

DOCUMENT #P95000021538

TITLE	D/P	CHANGE
NAME	GELBER, LESLIE J.	
STREET ADDRESS		
CITY-ST-ZIP		

TITLE	V	CHANGE
NAME	LEIGHTON, MICHAEL L.	
STREET ADDRESS		
CITY-ST-ZIP		