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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

DOCUMENT # P96000099360 (5)
1. Corporation Name
ESI CHEROKEE HOLDINGS, INC.

Principal Place of Business: 11760 US HWY ONE, STE. 600, N. PALM BEACH FL 33408
Mailing Address: 11760 US HWY ONE, STE. 600, N. PALM BEACH FL 33408



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

3. Date Incorporated or Qualified: 12/04/1996
4. FEI Number: 65-0716581 Applied For: Not Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. See Attached

9. Name and Address of Current Registered Agent
LEON, J E
9250 W. 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
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 reinstalling) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS TANCER, EDWARD F 11760 US HWY ONE, STE. 600 N. PALM BEACH FL	1.1 TITLE	DT BOYLAN, PETER 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DP LEIGHTON, MICHAEL L. 11760 US HWY 1, STE 600 N PALM BCH FL	2.1 TITLE	AS HATHAWAY, SCOT C 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	DV GELBER, LESLIE J. 11760 US HWY 1, STE 600 N PALM BCH FL	3.1 TITLE	AS PONDER, STEPHEN H 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	DT MCGRATH, ROBERT L. 11760 US HWY 1, STE 600 N. PALM BCH FL	4.1 TITLE	V FRIES, WILLIAM A 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	S CARPENTER, FRANCES M. 11760 US HWY 1, STE 600 N. PALM BCH FL	5.1 TITLE	V HOFFMAN, KENNETH P 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	DV SMITH, GLENN E 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS TANCER, EDWARD F 11760 US HWY ONE, STE. 600 N. PALM BEACH FL	1.1 TITLE	DT BOYLAN, PETER 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DP LEIGHTON, MICHAEL L. 11760 US HWY 1, STE 600 N PALM BCH FL	2.1 TITLE	AS HATHAWAY, SCOT C 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	DV GELBER, LESLIE J. 11760 US HWY 1, STE 600 N PALM BCH FL	3.1 TITLE	AS PONDER, STEPHEN H 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	DT MCGRATH, ROBERT L. 11760 US HWY 1, STE 600 N. PALM BCH FL	4.1 TITLE	V FRIES, WILLIAM A 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	S CARPENTER, FRANCES M. 11760 US HWY 1, STE 600 N. PALM BCH FL	5.1 TITLE	V HOFFMAN, KENNETH P 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	DV SMITH, GLENN E 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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

CR2E034 (10/97)

ADDENDUM TO 1998 FLORIDA ANNUAL REPORT-SECTION 13

ESI CHEROKEE HOLDINGS, INC.

DOCUMENT #P96000099360

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		