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**Mar 04 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000099361 (3)
1. Corporation Name
ESI CHEROKEE MGP, INC.



Principal Place of Business Mailing Address
11760 US HWY ONE, STE. 600 N. PALM BEACH FL 33408 11760 US HWY ONE, STE. 600 N. PALM BEACH FL 33408-3029

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	12/04/1996	
22	City & State	27	City & State	4. FEI Number	Applied For
23	Zip	28	Zip	65-0716580	Not Applicable
24	Country	29	Country	5. Certificate of Status Desired	\$8.75 Additional Fee Required
		30		<input type="checkbox"/>	\$5.00 May Be Added to Fees
				6. Election Campaign Financing Trust Fund Contribution	
				<input type="checkbox"/>	
				7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No See Attached	

9. Name and Address of Current Registered Agent
**LEON, J E
9250 W. FLAGLER STREET
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
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

TITLE	D	<input type="checkbox"/> DELETE
NAME	TANCER, EDWARD F	
STREET ADDRESS	11760 US HWY ONE, STE. 600	
CITY-ST-ZIP	N. PALM BEACH FL 33408	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	D/P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	LEIGHTON, MICHAEL L.	
2.3 STREET ADDRESS	11760 US HIGHWAY ONE, SUITE 600	
2.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
3.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	GELBER, LESLIE J.	
3.3 STREET ADDRESS	11760 US HIGHWAY ONE, SUITE 600	
3.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
4.1 TITLE	D/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	MC GRATH, ROBERT L.	
4.3 STREET ADDRESS	11760 US HIGHWAY ONE, SUITE 600	
4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
5.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	CARPENTER, FRANCES M.	
5.3 STREET ADDRESS	11760 US HIGHWAY ONE, SUITE 600	
5.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do 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* Frances M. Carpenter 2/11/97 561-691-3500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0006120

CR2E034 (9/96)