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Mar 27 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P97000001393 (2)**

1. Corporation Name  
**ESI CALISTOGA LP, INC.**

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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>01/06/1997</b>	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number <b>65-0728168</b>	Applied For Not Applicable
22 City & State	27	28 City & State	29	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
9. Name and Address of Current Registered Agent <b>LEON, J.E. 9250 WEST FLAGLER STREET MIAMI FL 33174</b>				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 <b>FL</b>

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 <b>D</b>	<input type="checkbox"/> DELETE	1.1 TITLE <b>DT</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>TANCER, EDWARD F</b>		1.2 NAME <b>BOYLAN, PETER</b>	
STREET ADDRESS <b>11760 US HIGHWAY ONE, STE 600</b>		1.3 STREET ADDRESS <b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP <b>NORTH PALM BEACH FL 33408</b>		1.4 CITY-ST-ZIP <b>NORTH PALM BEACH FL 33408</b>	
TITLE <input type="checkbox"/> DELETE		2.1 TITLE <b>AS</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <input type="checkbox"/> DELETE		2.2 NAME <b>HATHAWAY, SCOT C</b>	
STREET ADDRESS <input type="checkbox"/> DELETE		2.3 STREET ADDRESS <b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP <input type="checkbox"/> DELETE		2.4 CITY-ST-ZIP <b>NORTH PALM BEACH FL 33408</b>	
TITLE <input type="checkbox"/> DELETE		3.1 TITLE <b>AS</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <input type="checkbox"/> DELETE		3.2 NAME <b>PONDER, STEPHEN H</b>	
STREET ADDRESS <input type="checkbox"/> DELETE		3.3 STREET ADDRESS <b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP <input type="checkbox"/> DELETE		3.4 CITY-ST-ZIP <b>NORTH PALM BEACH FL 33408</b>	
TITLE <input type="checkbox"/> DELETE		4.1 TITLE <b>AS</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <input type="checkbox"/> DELETE		4.2 NAME <b>TANCER, EDWARD F</b>	
STREET ADDRESS <input type="checkbox"/> DELETE		4.3 STREET ADDRESS <b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP <input type="checkbox"/> DELETE		4.4 CITY-ST-ZIP <b>NORTH PALM BEACH FL 33408</b>	
TITLE <input type="checkbox"/> DELETE		5.1 TITLE <b>DP</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <input type="checkbox"/> DELETE		5.2 NAME <b>GELBER, LESLIE J</b>	
STREET ADDRESS <input type="checkbox"/> DELETE		5.3 STREET ADDRESS <b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP <input type="checkbox"/> DELETE		5.4 CITY-ST-ZIP <b>NORTH PALM BEACH FL 33408</b>	
TITLE <input type="checkbox"/> DELETE		6.1 TITLE <b>DP</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <input type="checkbox"/> DELETE		6.2 NAME <b>CARPENTER, LARRY K</b>	
STREET ADDRESS <input type="checkbox"/> DELETE		6.3 STREET ADDRESS <b>11760 US HIGHWAY ONE SUITE 600</b>	
CITY-ST-ZIP <input type="checkbox"/> DELETE		6.4 CITY-ST-ZIP <b>NORTH PALM BEACH FL 33408</b>	

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* 2/5/98 (561) 691-3500

CR2E034 (1097)

**ADDENDUM TO 1998 FLORIDA ANNUAL REPORT-SECTION 13**

**ESI CALISTOGA LP, INC.**

**DOCUMENT #P97000001393**

<b>TITLE NAME</b>	<b>V</b>	<b>ADDITION</b>
<b>STREET ADDRESS</b>	<b>HOFFMAN, KENNETH P</b>	
<b>CITY-ST-ZIP</b>	<b>11760 US HIGHWAY ONE SUITE 600</b>	
	<b>NORTH PALM BEACH FL 33408</b>	

<b>TITLE NAME</b>	<b>S</b>	<b>ADDITION</b>
<b>STREET ADDRESS</b>	<b>CARPENTER, FRANCES M.</b>	
<b>CITY-ST-ZIP</b>	<b>11760 US HIGHWAY ONE SUITE 600</b>	
	<b>NORTH PALM BEACH FL 33408</b>	