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Apr 14 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 # P97000052723 (8)

1. Corporation Name

~~ESL DE 122 NORTH EAST 1122~~

ESI TEHACHAPI ACQUISITIONS, INC.

Principal Place of Business

11760 US HWY. 1, STE. 800
NORTH PALM BEACH FL 33408

Mailing Address

11760 US HWY. 1, STE. 800
NORTH PALM BEACH FL 33408



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/12/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0766297	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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	

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

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	D <input type="checkbox"/> DELETE	1.1 TITLE	DT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TANCER, EDWARD F	1.2 NAME	BOYLAN, PETER
STREET ADDRESS	11760 US HWY. 1, STE. 800	1.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	1.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	HATHAWAY, SCOT C
STREET ADDRESS		2.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		2.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	PONDER, STEPHEN H
STREET ADDRESS		3.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		3.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	DP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	GELBER, LESLIE J
STREET ADDRESS		4.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		4.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	BONILLA, LORI J
STREET ADDRESS		5.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		5.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	TANCER, EDWARD F
STREET ADDRESS		6.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP		6.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408

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 15/98 (561) 691-3500

CR2E034 (10/97)

Addendum to Florida Corporation Annual Report 1998

Name of Corporation: ESI TEHACHAPI ACQUISITIONS, INC.

Document #P97000052723 (8)

Title: S
Name: CARPENTER, FRANCES M
Address: 11760 US HIGHWAY ONE SUITE 600
NORTH PALM BEACH FL 33408

ADDITION