

F94000003662

CompCom International, Inc.
1135 Pasadena Avenue S. - Suite 240
St. Petersburg, Florida 33707
(727) 341-1552 - Fax 347-0114

November 23, 1998

Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

700002698627--6
-12/01/98--01033--015
*****43.75 *****43.75

Re: CompCom International, Inc.
Articles of Amendment for name change to
The Layton Group, Inc.

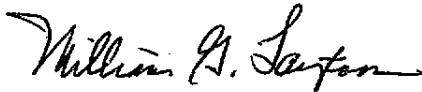
Dear Sir or Madam:

Enclosed are the Articles of Amendment and supporting documentation for filing a name change, together with check #2299 drawn on The Layton Group for \$43.75, covering the filing fee plus the optional Certificate of Status.

Please note that I am requesting return of the original certificate of amendment received from the State of Delaware.

If there are any questions, please contact me at the above address or phone numbers. It is important to me that the name change be certified by your Department as soon as possible, but in any case no later than December 31, 1998.

Sincerely,



William G. Layton
Chairman & President

FILED
98 DEC -1 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
12-10-98
CC

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Comp Com International, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. July 13, 1994
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Nov. 12, 1998
5. The Layton Group, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
98 DEC -1 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William G. Layton
Signature

Nov. 23, 1998
Date

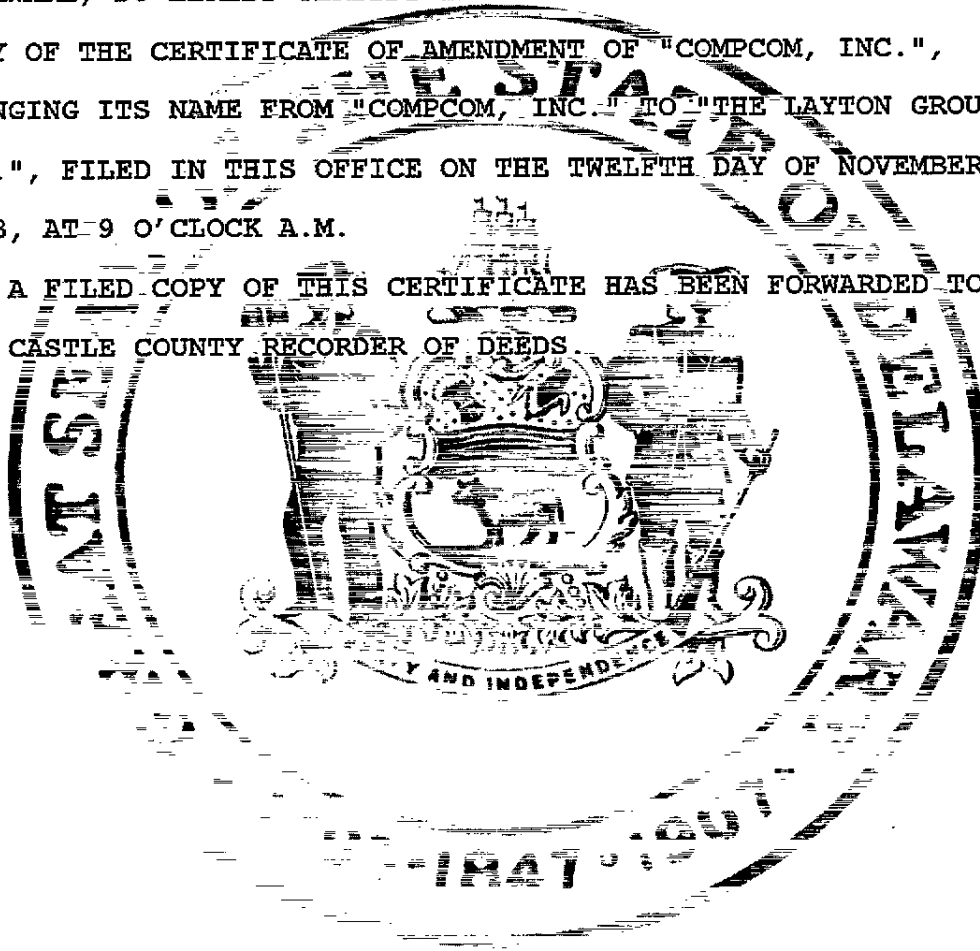
WILLIAM G. LAYTON
Typed or printed name

President
Title
(and Chairman of the Board)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COMPCOM, INC.", CHANGING ITS NAME FROM "COMPCOM, INC." TO "THE LAYTON GROUP, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2400815 8100

981434147

AUTHENTICATION:

9404993

DATE:

11-13-98