

F97000002619

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(LOUIS A. PETRONI
NEW JERSEY RESPONSIBLE ATTORNEY)
609-488-7700
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November 24, 1997

VIA CERTIFIED MAIL #Z 340 865 423
RETURN RECEIPT REQUESTED

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002359747--2
-12/01/97--01168--016
*****35.00 *****35.00

Re: Caine Communications, Inc.

Dear Sir/Madam:

Enclosed please find an Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida and a Certificate of Name Change for filing on behalf of the above-referenced corporation.

Also enclosed is this firm's check in the amount of \$35.00 in payment of the filing fee.

Kindly acknowledge receipt of this filing by date-stamping the enclosed copy of this letter and returning same in the envelope provided.

Very truly yours,

Martha Schwarz

Martha Schwarz
Legal Assistant

MS/erl
Enclosures

cc: Robert A. MacDonnell, Esquire.
Mr. Gordon R. Woodrow

215-772-1500

n/c Amend

See 12/19

FILED
97 DEC 19 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MONTGOMERY, McCRACKEN, WALKER & RHOADS, LLP
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December 16, 1997

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Caine Communications, Inc.

Dear Sir/Madam:

Enclosed please find an Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida and a Certificate of Name Change for re-filing on behalf of the above-referenced corporation. Also enclosed is a copy of your letter dated December 9, 1997.

Kindly acknowledge receipt of this filing by date-stamping the enclosed copy of this letter and returning same in the Federal Express envelope provided.

Very truly yours,



Martha Schwarz
Legal Assistant

MS/erl
Enclosures

cc: Robert A. MacDonnell, Esquire



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

MARTHA SCHWARZ
MONTGOMERY, MCCrackEN, WALKER & RHOADS
123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109

SUBJECT: CAINE COMMUNICATIONS OF DELAWARE, INC.
Ref. Number: F97000002619

We have received your document for CAINE COMMUNICATIONS OF DELAWARE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 297A00057946

APPLICATION BY FOREIGN PROFIT CORPORATION
TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

FILED
97 DEC 19 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of corporation as it appears on the records of the Department of State: Caine Communications of Delaware, Inc.
2. Incorporated under laws of : Delaware.
3. Date authorized to do business in Florida: May 16, 1997.

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? November 10, 1997.
5. Name of corporation after the amendment, adding suffix "corporation," "incorporated," or appropriate abbreviation, if no contained in new name of the corporation:
The Witley Group, Inc.
6. If the amendment changes the period of duration, indicate new period of duration: _____.
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction: _____.


Signature

Robert A. MacDonnell

Typed or printed name

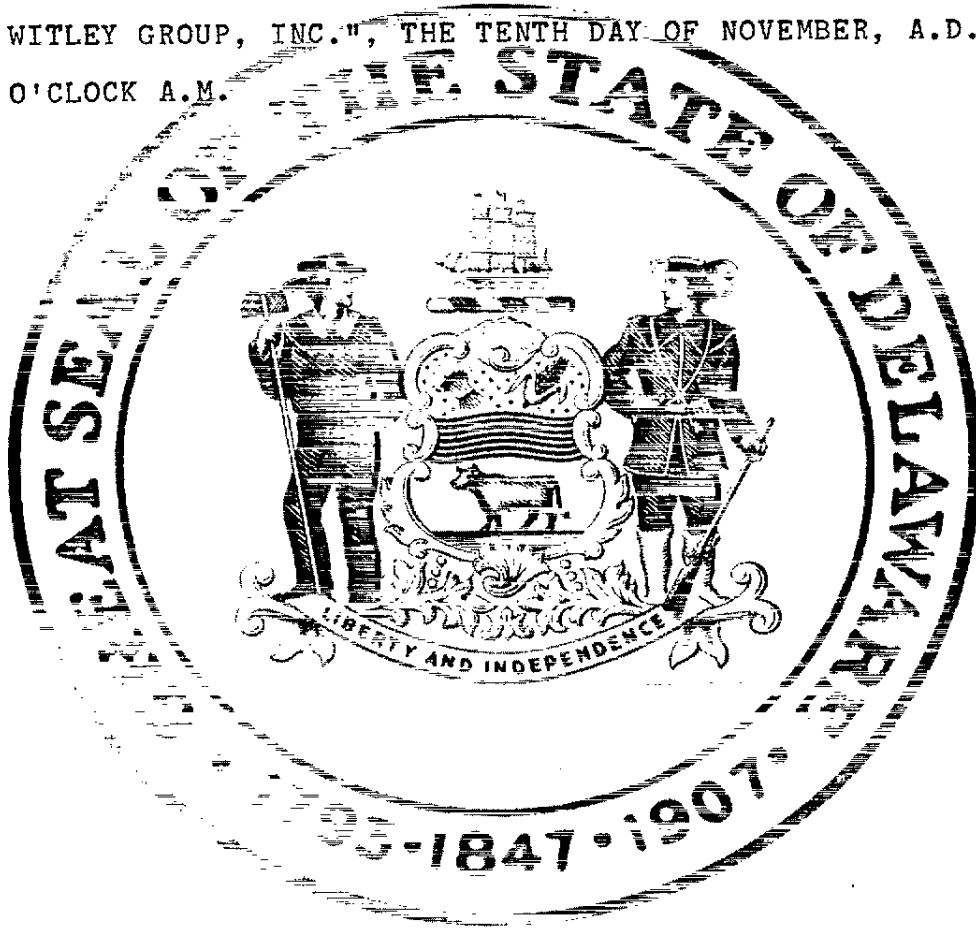
Nov 21, 1997
Date

Secretary

Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CAINE COMMUNICATIONS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "THE WITLEY GROUP, INC.", THE TENTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2734057 8320

AUTHENTICATION: 8761398

971391412

DATE: 11-17-97