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Apr 01 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 # F97000002619 (1) *n/c 12/19/97*

1. Corporation Name
CAINE COMMUNICATIONS OF DELAWARE, INC.
The Witley Group, Inc.

Principal Place of Business 251 ROYAL PALM WAY PALM BEACH FL 33480	Mailing Address 251 ROYAL PALM WAY PALM BEACH FL 33480
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc. Suite 303	26 Suite, Apt. #, etc. Suite 303
23 City & State	27 City & State
24 Zip	29 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 05/16/1997	
4. FEI Number 65-0740452	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

SCHERER, WARREN
251 ROYAL PALM WAY
PALM BEACH FL 33480

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

TITLE	C <input type="checkbox"/> DELETE
NAME	SCHERER, WARREN
STREET ADDRESS	11855 RENE LACOSTE PLACE
CITY-ST-ZIP	WEST PALM BEACH FL 33414
TITLE	CP <input checked="" type="checkbox"/> DELETE
NAME	CAINE, CY
STREET ADDRESS	2400 LAS OLAS BLVD., STE. 233
CITY-ST-ZIP	FT. LAUDERDALE FL 33301
TITLE	D <input type="checkbox"/> DELETE
NAME	BROWN, MARTIN
STREET ADDRESS	BROOK FARM HOUSE, BROOK SURREY
CITY-ST-ZIP	UNITED KINGDOM GU85PX
TITLE	DVS <input type="checkbox"/> DELETE
NAME	WOODROW, GORDON
STREET ADDRESS	865 LENAPE RD.
CITY-ST-ZIP	WEST CHESTER PA 19380
TITLE	D <input type="checkbox"/> DELETE
NAME	MACDONNELL, ROBERT A
STREET ADDRESS	123 S. BROAD ST.
CITY-ST-ZIP	PHILADELPHIA PA 19109
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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*****150.00**

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 in an alternate block with an address.

SIGNATURE: *[Signature]* (Name: *Ward Woodrow*) 2/20/98 (561) 802-4434

CR2E034 (10/97)