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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000002619

1. Corporation Name
THE WITLEY GROUP, INC.



| | |
|--|--|
| Principal Place of Business | Mailing Address |
| 251 ROYAL PALM WAY SUITE 303 PALM BEACH FL 33480 | 251 ROYAL PALM WAY SUITE 303 PALM BEACH FL 33480 |

DO NOT WRITE IN THIS SPACE

| | |
|---|--|
| 3. Date Incorporated or Qualified | 05/16/1997 |
| 4. FEI Number | 65-0740452 |
| 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 the current year Intangible Personal Property Tax. | <input type="checkbox"/> Yes <input type="checkbox"/> No |

| | |
|--|--|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21 1400 Centrepark Blvd Suite, Apt. #, etc. | 26 1400 Centrepark Blvd Suite, Apt. #, etc. |
| 22 Suite 601 | 27 Suite 601 |
| 23 West Palm Beach | 28 West Palm Beach |
| 24 33401 25 USA | 29 33401 30 USA |

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 | 85 Zip Code |
| | 1400 Centrepark Blvd. | | West Palm Beach FL | 33401 |

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 _____ (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 | 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 ROAD | |
| CITY-ST-ZIP | WEST CHESTER PA 19380 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | MACSONNELL, ROBERT A | |
| STREET ADDRESS | 123 SOUTH BROAD STREET | |
| CITY-ST-ZIP | PHILADELPHIA PA 19109 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|------------------------|--|
| 1.1 TITLE | O | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 1.2 NAME | William A. Paquin | |
| 1.3 STREET ADDRESS | 17248 Golf Pine Circle | |
| 1.4 CITY-ST-ZIP | Wellington, FL 33414 | |
| 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 | D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | McDonnell, Robert A. | |
| 4.3 STREET ADDRESS | 123 South Broad Street | |
| 4.4 CITY-ST-ZIP | Philadelphia, PA 19109 | |
| 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 | | |

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, with all other like empowered.

SIGNATURE: _____ DATE: 5/11/99 DAYTIME PHONE #: 561 902-4434

CR2E034 (1/98)