

Document Number Only

F98000001351

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002441485--1

-02/26/98--01054--012

*****70.00 *****70.00

W98-4344

500002441485--1

-03/11/98--01003--001

*****52.50 *****52.50

Paladin Financial, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other ucc filings

☐ Change of P.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

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DIVISION OF CORPORATIONS

mtm
3/10

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

FEB 26 1998

PLEASE RETURN EXTRA COPIES
FILE STAMPED

RECEIVED
98 FEB 26 AM 11:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1998

C T CORP

SUBJECT: PALADIN FINANCIAL, INC.
Ref. Number: W98000004344

We have received your document for PALADIN FINANCIAL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00010944

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DIVISION OF CORPORATIONS
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3/10

Michael -
Please see the attached
Name Resolution and
back date the filing
to 2-26-98.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Also - please issue one certified copy.
Thanks - Tameia



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert L. Riviere, do hereby certify
that this Resolution of the Board of Directors of Paladin Financial, Inc.
504 Lavaca, Suite 1004; Austin, TX. 78701
a corporation duly organized and existing under the laws of the State of Texas
was duly adopted on March 2, 1998, 19⁹⁸.

Resolved, that Paladin Financial, Inc., organized
and existing in the State of Texas, hereby adopts the
name Paladin Lending, Inc.
for use in Florida.

Dated: March 2, 1998



Signature of at least one director

DIRECTOR

DHS19(3/95)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Paladin Financial, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. 74-2843107

(FEI number, if applicable)

4. July 25, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 504 Lavaca, Suite 1004, Austin, Texas 78701

(Current mailing address)

8. consumer finance business

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SOCIAL ASSISTANT SECRETARY

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

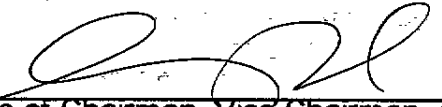
Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CHARLES PEISSEL EXEC. V.P. _____
(Typed or printed name and capacity of person signing application)

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Paladin Financial, Inc. Officers and Directors Information

Walter A. DeRoeck, President and Chairman
504 Lavaca, Ste. 1004
Austin, Tx 78701

(All officers and directors of Paladin Financial, Inc. have the same business address as above)

3107 Above Stratford
Austin, TX 78746

Jorge Sauri, Executive Vice President
Home Address: 8727 NW 82 Avenue
Miami Lakes, FL 33036

Charles R. Peissel, CFO
Home Address: 1600 Mills Spring Dr.
Austin, TX 78746

Robert Thomajan, Director
Home Address: 2900 Westlake Cove
Austin, TX 78746

Robert L. Riviere, *Secretary*
Home Address: 2304 Islandwood
Austin, TX 78733

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The State of Texas

SECRETARY OF STATE

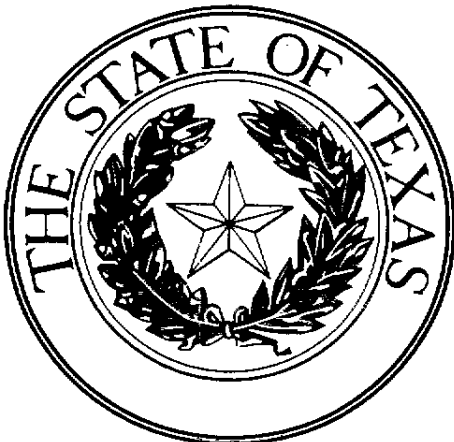
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

PALADIN FINANCIAL, INC.
File No. 1454237-0

were filed in this office and a certificate of incorporation was issued to this corporation
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 24, 1998.*



Alberto R. Gonzales
Secretary of State

DEE