

P03000148805

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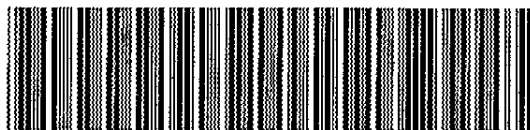
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December 24, 2003

Florida Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

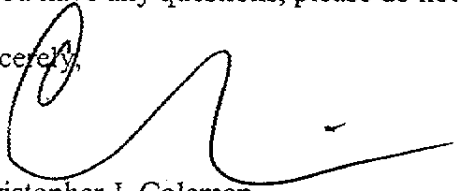
Re: **PALADIN PROTECTIVE COATINGS, INC./ Document #P03000148805**

Dear Sir or Madam:

Please find enclosed Articles of Amendment, amending the mailing address and the initial officers of the corporation. I have also enclosed my firm's check in the amount of \$35.00 for the amendment.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



Christopher J. Coleman
CJC: tlc

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
PALADIN PROTECTIVE COATINGS, INC.

We, the undersigned, being the President and Secretary of Paladin Protective Coatings, Inc., a Florida corporation, hereby certify that the following Amendment was unanimously adopted pursuant to the provisions of §607.1006, Florida Statutes, by the Shareholders and Directors of the corporation by Unanimous Written Consent dated the 24th day of December, 2003:

Amendment Adopted:

ARTICLE II: PALADIN PROTECTIVE COATINGS, INC., is amended to read as follows:

The mailing address of the corporation is 2158 Caledonia Place, Viera, Florida 32940.

ARTICLE VII: PALADIN PROTECTIVE COATINGS, INC., is amended to read as follows:

The initial officer(s) and/or director(s) of the corporation is/are:

President: MARTIN J. PHELPS
2158 Caledonia Place
Viera, Florida 32940

Vice President, Secretary, Treasurer: DEAN S. DAVIS
2158 Caledonia Place
Viera, Florida 32940

In all other respects the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

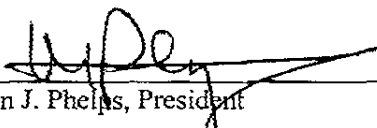
Date Adopted:

This amendment was adopted on December 24th, 2003.

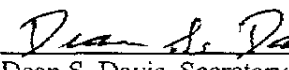
Method of Adoption:

This amendment was adopted by unanimous written consent of the shareholders and directors of the corporation.

SIGNED this 24th day of December, 2003.



Martin J. Phelps, President



Dean S. Davis, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS
OF PALADIN PROTECTIVE COATINGS, INC. REGARDING
CHANGE OF INITIAL OFFICERS AND MAILING ADDRESS

The undersigned, being all of the Directors and Shareholders of PALADIN PROTECTIVE COATINGS, INC., a Florida corporation, by Unanimous Written Consent pursuant to the authority contained in the Florida Business Corporation Act, §607.0821, Florida Statutes, without the formality of convening a meeting, do hereby consent to the following action of this corporation:

RESOLVED, that as it is in the best interest of the corporation and the conduct of corporation business that the corporation's initial officers and mailing address be changed, the Articles of Incorporation of the corporation shall be amended as follows:

ARTICLE II: The mailing address of the corporation is 2158 Caledonia Place, Viera, Florida 32940.

ARTICLE VII: The initial officer(s) and/or director(s) of the corporation is/are:

President: MARTIN J. PHELPS
2158 Caledonia Place
Viera, Florida 32940

Vice President, Secretary, Treasurer: DEAN S. DAVIS
2158 Caledonia Place
Viera, Florida 32940

FURTHER RESOLVED, that the Officers of the corporation are empowered and directed to take any and all actions necessary to effect the change of the corporation name, in accordance with this consent.

DATED this 24TH day of December, 2003.



MARTIN J. PHELPS, Shareholder/Director



DEAN S. DAVIS, Shareholder/Director