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PALADIN HOLDINGS, INC.

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Amendment
8/3/07 DC
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H07000196338

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALADIN HOLDINGS, INC.

EFFECTIVE DATE
08-10-07

Pursuant to the provisions of Section 607.1006, Florida Statutes, Paladin Holdings, Inc., a for profit corporation organized and existing under the laws of the State of Florida, under Articles of Incorporation filed in the office of the Secretary of State on the 16th day of January, 2007, hereby amends the Articles of Incorporation, as follows:

1. Article IV of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted in lieu thereof:

"The aggregate number of shares of stock authorized to be issued by this corporation shall be 300,000,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the Corporation upon liquidation or dissolutions."

2. The foregoing amendment was adopted July 2, 2007 by the Company's Board of Directors.
3. The foregoing amendment shall be effective at 11:59 p.m. on August 10, 2007.
4. The foregoing amendment was approved by the unanimous written consent of the sole shareholder on July 2, 2007.

IN WITNESS WHEREOF, the undersigned officer of this corporation, being duly authorized, has executed these Articles of Amendment this 1st day of August, 2007.

PALADIN HOLDINGS, INC.


Larry N. Lunan, President

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