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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

paladin technology group, inc.

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ARTICLES OF INCORPORATION  
OF  
PALADIN TECHNOLOGY GROUP, INC.

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THE UNDERSIGNED PARTY TO THESE ARTICLES OF INCORPORATION, A  
NATURAL PERSON COMPETENT TO CONTRACT, HEREBY INCORPORATE A  
CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1-NAME

THE NAME OF THE CORPORATION SHALL BE: PALADIN TECHNOLOGY GROUP,  
INC.

ARTICLE 11--PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS  
CORPORATION SHALL BE: 5088 NW 105 DR, CORAL SPRINGS, FLA., 33076

ARTICLE 111-CAPITAL STRUCTURE

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND SHARES OF  
COMMON STOCK, EACH SHARE HAVING A PAR VALUE OF ONE DOLLAR.

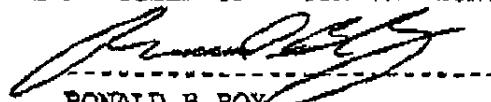
ARTICLE 1V-REGISTERED AGENT

THE NAME & ADDRESS OF THE REGISTERED AGENT IS: RONALD B ROY, 5088  
NW 105 DR, CORAL SPRINGS, FLA., 33076.

ARTICLE V-INCORPORATORS

THE NAME & ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF  
INCORPORATION IS: RONALD B ROY, 5088 NW 105 DR., CORAL SPRINGS,  
FLA, 33076.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION.

  
-----  
RONALD B. ROY  
SIGNATURE & TITLE

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ARTICLE VI-PURPOSE

THE CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

1) FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

2) FOR THE PURPOSE OF ENGAGING IN ANY ONE OR MORE OF THE ACTS HEREBIN SET FORTH.

ARTICLE VII-VOTING RIGHTS

EXCEPT AS OTHERWISE PROVIDED BY IT'S BYLAWS, THE ENTIRE VOTING POWER FOR THE ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING SHARES OF COMMON STOCK.

ARTICLE VIII--PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATED SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS, EXCEPT AS OTHERWISE PROVIDED BY IT'S BYLAWS.

ARTICLE IX-INITIAL BOARD OF DIRECTORS

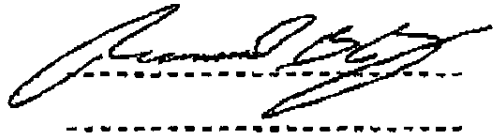
THE CORPORATION SHALL HAVE (1) DIRECTOR INITIALLY. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS RONALD B. ROY, 5088 NW 105TH DR., CORAL SPRINGS, FLA, 33076

ARTICLE X-TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED ACCORDING TO LAW. CORPORATE EXISTENCE SHALL COMMENCE ON THE DATE THESE ARTICLES ARE EXECUTED.

ARTICLE XI-OFFICERS

THE CORPORATION SHALL HAVE A PRESIDENT & SECRETARY-TREASURER, AND SUCH OTHER AND/OR ADDITIONAL OFFICERS AS MAY BE CREATED FROM TIME TO TIME BY AND AUTHORIZED BY, ITS BYLAWS. IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HAND AND SEAL, ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS 2ND DAY OF MAY, 2008.


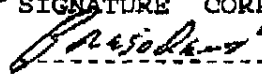
  
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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) THE NAME OF THE CORPORATION IS: PALADIN TECHNOLOGY GROUP, INC.
- 2) THE NAME & ADDRESS OF THE REGISTERED AGENT & OFFICE IS:  
RONALD B. ROY, 5088 NW 105TH DR., CORAL SPRINGS, FLA., 33076.

  
-----  
SIGNATURE CORPORATE OFFICER  
  
-----  
TITLE  
MAY 2, 2008  
-----  
DATE

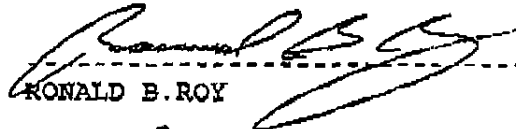
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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF MY DUTIES, AND I AM FAMILIAR WITH  
AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT..

  
RONALD B. ROY

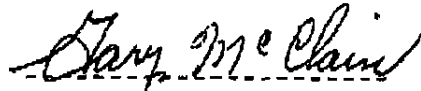
DATE *May 2, 2008*

STATE OF FLORIDA )

COUNTY OF BROWARD )

I HEREBY CERTIFY THAT ON THIS 2ND DAY OF MAY 2008, PERSONALLY CAME  
AND APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, RONALD B. ROY,  
TO ME WELL KNOWN, AND KNOWN TO ME TO BE THE PERSONS DESCRIBED IN  
AND WHO ACKNOWLEDGED TO ME THAT HE EXECUTED THE FOREGOING  
CERTIFICATE OF INCORPORATION AS HIS FREE AND VOLUNTARY ACT AND  
DEED AND FOR USES AND PURPOSES EXPRESSED THEREIN.

IN WITNESS WHEREFOR, I HAVE HEREUNTO SET MY HAND AND SEAL ON THE  
DAY AND YEAR FIRST ABOVE WRITTEN.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



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