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Jan 24 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P94000013388 (1)

1. Corporation Name  
PALADIN PROPERTIES, INC.



Principal Place of Business

517 CAMELIA LANE  
VERO BEACH FL 32963

Mailing Address

517 CAMELIA LANE  
VERO BEACH FL 32963-1839

3. Date Incorporated or Qualified

02/15/1994

3a. Date of Last Report

02/28/1996

2. Principal Place of Business

21 Suite Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite Apt. #, etc.

27 City & State

28 Zip Country

4. FEI Number

65-0469399

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

\$5.00 May Be  
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

REUTER, ANN B  
517 CAMELIA LANE  
VERO BEACH FL 32963

10. Name and Address of New Registered Agent

81 Name

CAROLYN WOODS

82 Street Address (P.O. Box Number is Not Acceptable)

303 SIXTH ST

83

84 City

ATLANTIC BEACH

FL

85 Zip Code

32233

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

*Carolyn Woods*

(NOTE: Registered Agent signature required when reinstating)

DATE

1-15-97

12. OFFICERS AND DIRECTORS

TITLE D  
NAME REUTER, ANN B  
STREET ADDRESS 517 CAMELIA LANE  
CITY- ST- ZIP VERO BEACH FL 32963

TITLE D  
NAME WOODS, CAROLYN R.  
STREET ADDRESS 303 SIXTH STREET  
CITY- ST- ZIP ATLANTIC BEACH FL

TITLE D  
NAME REUTER, JOHN E  
STREET ADDRESS 78 DAY ROAD  
CITY- ST- ZIP GORHAM ME 04038-1811

TITLE D  
NAME WOODS, JEFFREY C.  
STREET ADDRESS 303 SIXTH ST.  
CITY- ST- ZIP ATLANTIC BEACH FL

TITLE  
NAME  
STREET ADDRESS  
CITY- ST- ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY- ST- ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY- ST- ZIP

2.1 TITLE  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY- ST- ZIP

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY- ST- ZIP

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY- ST- ZIP

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY- ST- ZIP

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY- ST- ZIP

14. I do 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.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

10 Jan 1997

CR2E034 (9/96)