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**BASIC AMENDMENT**

**BENGRO (U.S.) HOLDINGS, INC.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 6, 2000

BENGRO (U.S.) HOLDINGS, INC.  
2077 NE 120 RD  
SUITE 405  
NORTH MIAMI, FL 33181US

SUBJECT: BENGRO (U.S.) HOLDINGS, INC.  
REF: P94000058875

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Darlene Connell  
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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
BENGRO (U.S.) HOLDINGS, INC.**

The following provision of the Articles of Incorporation of BENGRO (U.S.) HOLDINGS, INC., a Florida corporation ("Corporation"), Charter Number P94000058875, last amended on May 12, 1997, is hereby amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

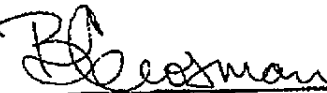
**PALADIN CAPITAL CORP.**

The foregoing amendment was adopted on December 1, 2000 by the Board of Directors and all the Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment as of December 1, 2000.

**BENGRO (U.S.) HOLDINGS, INC.**

By: \_\_\_\_\_

  
Ben Grosman, President

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