

Document Number Only

P96000047735

FL
220
A MAY
City State Zip

Alvarado & Xandra Simons
W. 220
FL 33122

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CORPORATION(S) NAME

Paladin Equestrian Services Inc

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

W96-10579
6/5



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1996

CARLOS ALMANDOZ
2208 N.W. 82ND AVE.
MIAMI, FL 33122-1509

SUBJECT: PALADIN EQUESTRIAN SERVICES, INC.
Ref. Number: W96000010579

We have received your document for PALADIN EQUESTRIAN SERVICES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 096A00024834



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

CARLOS ALMANDOZ
2208 N.W. 82ND AVE.
MIAMI, FL 33122-1509

SUBJECT: PALADIN EQUESTRIAN SERVICES, INC.
Ref. Number: W96000010579

We have received your document for PALADIN EQUESTRIAN SERVICES, INC. and check(s) totalling \$122.50. However, your check(s) and document are being returned for the following:

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You failed to make the correction(s) requested in our previous letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

✓ Correction

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 596A00026685

ARTICLES OF INCORPORATION
OF
PALADIN EQUESTRIAN SERVICES , INC.

ARTICLE I - NAME

The name of the corporation is
PALADIN EQUESTRIAN SERVICES , INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in
the equestrian services business as permitted by law
under the laws of the State of Florida and of the United
States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this
corporation is authorized to have outstanding at any time is
One Hundred (100) shares of common stock, each share
having the par value of One Dollar (1.00).

ARTICLE V - ADDRESS

The initial registered office of this corporation is :

2208 N.W. 82nd Avenue
Miami , Florida 33122-1509

The name of the initial registered agent at such
address is: CARLOS M. ALMANDOZ

The principal office of this corporation is :
2208 N.W. 82nd Avenue
Miami , Florida 33122-1509

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ARTICLE VI- DIRECTORS

The corporation shall have TWO (2) directors initially whose names and addresses are as follows:

NAME	ADDRESS
CARLOS M. ALMANDOZ (President) (Treasurer)	10392 N.W. 46 Terrace Miami, Florida 33178- 2269
XANDRA P. SIMONS (Vice President) (Secretary)	4067 Wimbledon Drive Cooper City , Florida 33026-1134

ARTICLE VII - SUBSCRIBERS

The names and addresses of the incorporators of this corporation are as follows:

NAME	SHARES	ADDRESS
CARLOS M. ALMANDOZ	Fifty (50)	10392 N.W. 46 Terrace Miami, Florida 33178- 2269
XANDRA P. SIMONS	Fifty (50)	4067 Wimbledon Drive Cooper City , Florida 33026-1134

IN WITNESS WHEREOF, the undersigned subscribers
has executed the foregoing Articles of Incorporation
on this 14th day of May, 1976

(SEAL)


CARLOS M. ALMANDOZ


XANDRA P. SIMONS

(SEAL)

STATE OF FLORIDA)
 : SS
COUNTY OF DADE

Before me personally appeared CARLOS M. ALMANDOZ & XANDRA SIMONS
to me known and known by me to be the individuals described in
Paladin Equestrian Services, Inc. who executed the foregoing
Articles Of Incorporation, and acknowledged before me that they
executed same for the purpose therein expressed.

Witness my hand and official seal in the
county and state last aforesaid on this _____ day
of _____.

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Paladin Equestrian Services, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Carlos M. Almandoz located at 2208 N.W. 82 Avenue, Miami, Florida 33122-1509, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relevant to keeping open said office.


CARLOS M. ALMANDOZ
Resident Agent

5/14/80
DATE

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CORPORATION
STATE
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6/24/97

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ELECTRONIC FILING COVER SHEET

2:42 PM

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: PALADIN EQUESTRIAN SERVICES, INC.
AUDIT NUMBER.....H97000010381
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND (CR): M
6/24/97

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TALLAHASSEE, FLORIDA

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97 JUN 24 PM 3:04
DIVISION OF CORPORATIONS

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Change

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PALADIN EQUESTRIAN SERVICES, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE X - NAME

PALADIN EQUESTRIAN SERVICES, INC.
(document number P96000047735)
with the consent of its shareholders,
wishes to change its corporate name to
PALADIN ENTERPRISES, INC.

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97 JUN 24 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

PREPARED BY:
MANNY G. SOTO, CPA., PA.
3850 SW 87 AVE., SUITE 305
MIAMI, FLORIDA 33165
(305) 225-1492

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THIRD: The date of each amendment's adoption: June 20, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- (x) The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- () The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
- voting group
- () The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment(s) was/were by the incorporators without shareholder action and shareholder action was not required.

Signed this day 20th of June, 1997

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CARLOS ALVARADO

Typed or printed name

President

Title