FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT

1997

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

FILED
Mar 18 1997 8:00am
Secretary of State

DOCUMENT # **P96000047735 (1)**

1. Corporation Name
PALADIN EQUESTRIAN SERVICES, INC.

Principal Place of Business:
2208 NW 82 AVE.
MIAMI FL 33122-1509

Mailing Address:
2208 NW 82 AVE.
MIAMI FL 33122-1509

3. Date Incorporated or Qualified: **06/05/1996**
3a. Date of Last Report:
4. FEI Number: 65-0675254 [ ] 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

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent
ALMANDOZ, CARLOS M
2208 NW 82 AVE.
MIAMI FL 33122-1509

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 Zip Code

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

12. OFFICERS AND DIRECTORS

TITLE	DPT [ ] DELETE
NAME	ALMANDOZ, CARLOS M
STREET ADDRESS	10392 NW 46 TERR.
CITY-ST-ZIP	MIAMI FL 33178-2269
TITLE	DVS [ ] DELETE
NAME	SIMONS, XANDRA P
STREET ADDRESS	4067 WIMBLEDON DRIVE
CITY-ST-ZIP	COOPER CITY FL 33026-1134
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	[ ] Change [ ] Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	[ ] Change [ ] Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	[ ] Change [ ] Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	[ ] Change [ ] Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	[ ] Change [ ] Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	[ ] Change [ ] Addition
62 NAME	
63 STREET ADDRESS	
64 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 a receiver or trustee or 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 is added in an attachment with an address.

SIGNATURE: X. SIMONS 2-23-1997 (954) 437-2926

CR2E034 (9/96)