

PAEDA International Financial Group, INC.

\$1,000,000

LIMITED OFFERING OF COMMON STOCK

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

Maximum Common Shares Offered: 250,000
 Minimum Common Shares Offered: 62,500
 Price Per Share: \$4.00
 Minimum Investment: (2,500 Shares)⁽¹⁾ \$10,000

PAEDA International Financial Group, INC (the "Company" or "PAEDA International"), a Florida Corporation, is offering, a minimum of 62,500 and a maximum of 250,000 Class "A" Shares for \$4.00 per Share. The offering price per Share has been arbitrarily determined by the Company. See Risk Factors: Offering Price.

THESE ARE SPECULATIVE SECURITIES WHICH INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THESE SHARES.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), THE SECURITIES LAWS OF THE STATE OF FLORIDA, OR UNDER THE SECURITIES LAWS OF ANY OTHER STATE OR JURISDICTION IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION PROVIDED BY THE ACT AND REGULATION D RULE 504 PROMULGATED THEREUNDER, AND THE COMPARABLE EXEMPTIONS FROM REGISTRATION PROVIDED BY OTHER APPLICABLE SECURITIES LAWS.

	Sale Price	Selling Commissions (2)	Proceeds to Company (3)
Per Share:	\$4.00	\$0.40	\$3.60
Minimum:	\$250,000.00	\$25,000.00	\$225,000.00
Maximum:	\$1,000,000.00	\$100,000.00	\$900,000.00

- (1) *The Company reserves the right to waive the 2,500 Share minimum subscription for any investor and also offer a discount on the Shares for larger subscriptions. The Offering is not underwritten. The Shares are offered on a "best efforts" basis by the Company through its officers and directors. The Company has set a minimum offering amount of 62,500 shares with minimum gross proceeds of \$250,000 for this Offering. All proceeds from the sale of Shares up to \$1,000,000 will be deposited in an escrow account. Upon the sale of \$250,000 of Shares, all proceeds will be delivered directly to PAEDA's corporate account and be available for use by the Company at its discretion. (Florida, Georgia and Pennsylvania Residents see NASAA Legend)*
- (2) *Shares may also be sold by NASD member brokers or dealers who enter into a Participating Dealer Agreement with the Company, who will receive commissions of up to 10% of the price of the Shares sold. The Company reserves the right to pay expenses related to this Offering from the proceeds of the Offering. See "PLAN OF PLACEMENT and USE OF PROCEEDS".*
- (3) *The Offering will terminate on the earliest of: (a) the date the Company, in its discretion, elects to terminate, or (b) the date upon which all Shares have been sold, or (c) January 16, 2008, or such date as may be extended from time to time by the Company, but not later than 180 days thereafter (the "Offering Period").*



PAEDA INTERNATIONAL
 FINANCIAL GROUP, INC.

10150 Highland Manor Drive; Suite 200
 Tampa, Florida 33610 (813) 314-2211

The Date of this Memorandum is January 16th, 2007

- INVESTOR BROCHURE AND TERM SHEET -