

PO8000044803

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

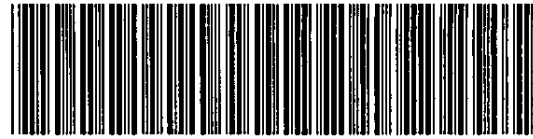
(Business Entity Name)

(Document Number)

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Amend

04/15/13--01030--008 **35.00

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APR 15 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*FOR
4/22/13*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NEW WORLD GOLD CORPORATION

DOCUMENT NUMBER: P08000044803

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert Talbot

Name of Contact Person

New World Gold Corporation

Firm/ Company

1200 North Federal Highway, Suite 200

Address

Boca Raton, Florida 33432

City/ State and Zip Code

Robt45@hotmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Talbot

Name of Contact Person

at (780) 431-2053

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

New World Gold Corporation

FILED

2013 APR 15 PM 12:33

(Name of Corporation as currently filed with the Florida Dept. of State)

P08000044803

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

(N/A)

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

(N/A)

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

(N/A)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent (N/A)

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	(N/A)	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Article IV is hereby amended as follows:

The authorized number of shares of stock is:

500,000,000 shares of common stock, par value, \$0.0001 per share;
and 50,000,000 shares of Preferred Stock, par value \$0.001 per share,
of which one (1) share is designated as Series A Preferred Stock and
10,000,000 shares are designated as Series B Preferred Stock.

F. 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:

(if not applicable, indicate N/A)

(N/A)

The date of each amendment(s) adoption: April 9, 2013

Effective date if applicable: April 9, 2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 adopted by the incorporators without shareholder action and shareholder action was not required.

Dated April 10, 2013

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert Talbot

(Typed or printed name of person signing)

President

(Title of person signing)

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS IN LIEU OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF NEW WORLD GOLD CORPORATION**

The undersigned, being all of the directors of New World Gold Corporation, a Florida corporation, (the "Company"), hereby take the following corporate actions and adopts the following resolutions, which corporate actions and resolutions shall have the same force and effect as a unanimous vote of the directors of the Company at a formal special meeting of the directors of said Company:

INCREASE IN NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

WHEREAS, the Board of Directors has deemed it advisable and in the best interests of the Company and its shareholders to amend the Articles of Incorporation of the Company to increase the authorized capital structure of the Company to five hundred and fifty million (550,000,000) shares consisting of 500,000,000 shares of common stock, par value \$0.0001, and 50,000,000 shares of preferred stock, par value \$0.001 (the "Amendment"); therefore

THE FOLLOWING CONSENT RESOLUTIONS of the Board of Directors were approved by the Board of Directors effective as of the 9th day of April, 2013 (the "Effective Date" herein).

NOW THEREFORE BE IT RESOLVED THAT:

Ratification of Amendment

1. Ratification of Amendment. The Board of Directors hereby ratifies, confirms and approves that, in conjunction with the Amendment, the officers of the Company be and hereby are authorized to execute and file any documents with the Florida Secretary of State, including an amendment to the articles of incorporation to change the authorized capital structure of the Company to five hundred and fifty million (550,000,000) shares consisting of 500,000,000 shares of common stock, par value \$0.0001, and 50,000,000 shares of preferred stock, par value \$0.001.
2. Ratification of Form of Documents. The Board of Directors hereby ratifies, confirms and approves that the officers of the Company be and hereby are authorized to execute and file any documents, including the filing with the Florida Secretary of State of an amendment to the Articles of Incorporation of the Company, and take any other actions on behalf of the Company that they deem desirable or necessary in order to fully effect the change in authorized capital structure of the Company.
3. Ratification of further documents. Any other documents deemed necessary by the Company be and hereby are authorized to effectuate the Amendment and take any other actions on behalf of the Company that they deem desirable or necessary.
4. Shareholder Approval. The Board of Directors authorizes and approves the submission of this corporate action to the shareholders of the Company for shareholder approval of the Amendment.

Ratification of general matters

5. Ratification of authority. Any one Director of the Board of Directors or Executive Officer of the Company be and the same is hereby authorized and directed for and on behalf of the Company to do and perform all acts and things and execute and deliver all documents and take all such other steps as may be necessary or desirable to give full effect to these consent resolutions.

DATED to be effective as of this 9th day of April, 2013.


Robert Talbot, President and CEO, Director


Kevin Karius, Secretary, Director

NEW WORLD GOLD CORPORATION

CONSENT RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY

WHEREAS pursuant to the provisions of the Florida Statutes, as amended (the "*Act*"), and the Articles of Incorporation and By-Laws of New World Gold Corporation, a Florida corporation (the "Company"), the undersigned, being the shareholders of the Company who hold in the aggregate a majority of the votes eligible to vote in any election of the shareholders for any purpose, hereby consent to, vote in favor of and adopt the following consent resolutions of the shareholders (the "Shareholders"). Such Shareholders by their respective signatures hereto does hereby waive any and all requirements for the giving of notice for and of the convening of a formal meeting of the Shareholders;

AND WHEREAS the Board of Directors has deemed it advisable and in the best interests of the Company and its shareholders to amend the Articles of Incorporation of the Company to increase the authorized capital structure of the Company to five hundred and fifty million (550,000,000) shares consisting of 500,000,000 shares of common stock, par value \$0.0001, and 50,000,000 shares of preferred stock, par value \$0.001 (the "Amendment"); therefore

THE FOLLOWING CONSENT RESOLUTIONS of the Shareholders were approved by the Shareholders effective as of the 9th day of April, 2013 (the "Effective Date" herein).

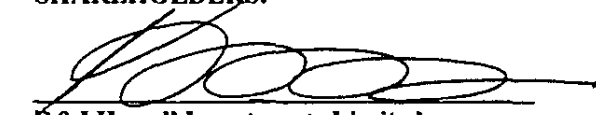
NOW THEREFORE BE IT RESOLVED THAT:

Ratification of Amendment

1. Ratification of Amendment. The Shareholders hereby ratify, confirm and approve that, upon the filing with the Florida Secretary of State, the appropriate documentation, the Company shall effectuate the Amendment.
2. Ratification of further documents. Any other documents deemed necessary by the Company be and hereby are authorized to effectuate the Amendment and increase the authorized capital structure of the Company to five hundred and fifty million (550,000,000) shares consisting of 500,000,000 shares of common stock, par value \$0.0001, and 50,000,000 shares of preferred stock, par value \$0.001.

SHAREHOLDERS:

Date: April 9, 2013



R&J Howell Investments Limited
1 share of Series A Preferred Stock, representing
51% of votes eligible to vote on Amendment
Number of Shares Held of Record