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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



October 7, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THUNDER FUSION CORPORATION
150 RAINVILLE ROAD
TARPOON SPRINGS, FL 34689

SUBJECT: THUNDER FUSION CORPORATION
REF: P11000038861

*Corrected
Please keep original
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Thanks*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H13000222139
Letter Number: 213A00023485

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THUNDER FUSION CORPORATION

Document Number P11000038861

The undersigned, being the Chief Executive Officer and Chairman of the Board of Directors of Thunder Fusion Corporation, a Florida corporation, hereby certifies that the following Amendments to the Corporation's Articles of Incorporation have been adopted by the Board of Directors of the Corporation via unanimous written action without a meeting on August 20, 2013 with each director of the Company waiving notice of the meeting.

ARTICLE I

Capital Stock

Common Stock: The aggregate number of shares of stock authorized to be issued by this Corporation shall be 900,000,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

Preferred Stock: The Corporation is authorized to issue 750,000,000 shares of \$.001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights including number of votes per share; and
- (g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to

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increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Series "A" Convertible Preferred Stock

SERIES "A" CONVERTIBLE PREFERRED STOCK
of
Thunder Fusion Corporation
Certificate of Designations

Thunder Fusion Corporation, a Florida corporation (the "Corporation"), pursuant to Section 607.0602 of the Florida Business Corporation Act, does hereby make this **Certificate of Designations, Rights and Preferences** and does hereby state and certify that pursuant to the authority expressly vested in the Board of Directors of the Corporation (the "Board") by the Articles of Incorporation of the Corporation (the "Articles"), which authorizes the issuance of 750,000,000 shares of preferred stock, \$0.001 par value per share, in one or more series, the Board duly adopted the following resolutions, which resolutions remain in full force and effect as of the date hereof:

RESOLVED, that pursuant to the Articles, the Board hereby authorizes the issuance of, and fixes the designation and preferences and rights, and qualifications, limitations and restrictions, of a series of preferred stock of the Corporation consisting of 50,000,000 shares, par value \$0.001 per share, to be designated "Series A Convertible Preferred Stock" (hereinafter, the "Series A Preferred Stock"); each share of Series A Preferred Stock shall have fifteen (15) votes per share and may be converted into ten (10) \$0.001 par value common shares as more fully described below; and be it

RESOLVED, that each share of Series A Preferred Stock shall rank equally in all respects and shall be subject to the following terms and provisions:

1. Dividends. The holders of the Series A Preferred Stock shall be entitled to receive, when, if and as declared by the Board, out of funds legally available therefor, cumulative dividends payable in cash.

(a) Dividend Periods: Dividend Rate.

(i) Dividend Periods. The dividend periods (each, a "Dividend Period") shall be as follows: The initial Dividend Period shall begin on September 1, 2013 and end on August 31, 2014 (the "Initial Dividend Period"). Thereafter, each Dividend Period shall commence on the day immediately following the last day of the preceding Dividend Period and shall end on the anniversary of the last day of the Initial Dividend Period.

(ii) Dividend Rate. The annual interest rate at which cumulative preferred dividends will accrue on each share of Series A Preferred Stock (the "Dividend Rate"), shall be 0%.

(b) No dividends shall be declared or paid or set apart for payment on the shares of Common Stock of the Corporation for any dividend period unless full cumulative dividends have been or contemporaneously are declared and paid on the Series A Preferred Stock through the most recent Dividend Payment Date. Without prejudice to the foregoing, if full cumulative dividends have not been paid on shares of the Series A Preferred Stock, all dividends declared on shares of the Series A Preferred Stock shall be paid pro rata to the holders of outstanding shares of the Series A Preferred Stock. The Series A Preferred Stock shall not be subordinate to any other class of issued and outstanding shares of preferred stock of the Corporation regarding payment of dividends.

2. Voting Rights.

(a) Except as otherwise provided herein or as provided by law, the holders of the Series A Preferred

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Stock shall have full voting rights and powers, equal to the voting rights and powers of holders of Common Stock and shall be entitled to notice of any stockholders meeting in accordance with the Bylaws of the Corporation, as amended (the "Bylaws"), and shall be entitled to vote, with respect to any question upon which holders of Common Stock are entitled to vote, including, without limitation, the right to vote for the election of directors, voting together with the holders of Common Stock as one class. Each share of Series A Preferred Stock shall be entitled to the fifteen (15) votes per share.

(b) The Corporation shall not, without the affirmative consent or approval of the holders of shares representing at least a majority, by voting power, of the Series A Preferred Shares then outstanding, voting separately as one class, given by written consent in lieu of a meeting or by vote at a meeting called for such purpose for which notice shall have been given to the holders of the Series A Preferred Stock in the manner provided in the Bylaws of the Corporation:

- (i) in any manner authorize, create, designate, issue or sell any class or series of capital stock (including any shares of treasury stock) or rights, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or any debt security which by its terms is convertible into or exchangeable for any equity security or has any other equity feature or any security that is a combination of debt and equity, which in each case, as to the payment of dividends, distribution of assets or redemptions, including, without limitation, distributions to be made upon the liquidation, dissolution or winding up of the Corporation or a merger, consolidation or sale of the assets thereof, and which is senior to the Series A Preferred Stock;
- (ii) in any manner alter or change the terms, designations, powers, preferences or relative, optional or other special rights, or the qualifications, limitations or restrictions, of the Series A Preferred Stock;
- (iii) reclassify the shares of any class or series of subordinate stock into shares of any class or series of capital stock (A) ranking, either as to payment of dividends, distributions or assets or redemptions, including, without limitation, distributions to be made upon the liquidation, dissolution or winding up of the Corporation or a merger, consolidation or sale of assets thereof, senior to the Series A Preferred Stock or (B) which in any manner adversely affects the rights of the holders of Series A Preferred Stock in their capacity as such; or
- (iv) take any action to cause any amendment, alteration or repeal of any of the provisions of (A) the Certificate of Incorporation or (B) the Bylaws, if such amendment, alteration or repeal would have a material adverse effect on the rights of the holders of the Series A Preferred Stock or on the directors elected by the holders of the Series A Preferred Stock.

3. Rights on Liquidation.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (any such event being hereinafter referred to as a "Liquidation"), before any distribution of assets of the Corporation shall be made to or set apart for the holders of the Common Stock and subject and subordinate to the rights of secured creditors of the Corporation, the holders of Series A Preferred Stock shall receive an amount per share equal to the greater of (i) one dollar (\$1.00), adjusted for any recapitalization, stock combinations, stock dividends (whether paid or unpaid), stock options and the like with respect to such shares (the "Liquidation Preference"), plus any accumulated but unpaid dividends (whether or not earned or declared) on the Series A Preferred Stock, and (ii) the amount such holder would have received if such holder has converted its shares of Series A Preferred Stock to Common Stock, subject to but immediately prior to such Liquidation. If the assets and funds of the Corporation thus distributed among the holders of Series A Preferred Stock shall be insufficient to make in full the payment herein required, such assets shall be distributed pro-rata among the holders of Series A Preferred Stock based on the aggregate Liquidation Preferences of the shares of Series A Preferred Stock held by each such holder. The Liquidation Preferences for the Series A Preferred Stock shall not be subordinate to the Liquidation

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Preferences of any issued and outstanding shares of any other series of preferred stock of the Corporation that may hereafter be created.

(b) If the assets and funds of the Corporation available for distribution to stockholders exceed the aggregate amount payable with respect to all shares of Series A Preferred Stock then outstanding, then, after the payment required by paragraph 3(a) above shall have been made or irrevocably set aside, the holders of Common Stock shall be entitled to receive payment of a pro rata portion of such remaining assets based on the aggregate number of shares of Common Stock held or deemed to be held by such holder. The holders of Series A Preferred Stock shall not have the right to participate in such aforementioned distribution.

(c) Upon the sale by the Corporation of all or substantially all of its assets, the acquisition by the Corporation by another entity by means of any transaction or series of transactions (including, without limitation, the acquisition of the shares of capital stock of the Corporation in an amount sufficient to permit the acquiror to elect a majority of the Board of Directors of the Corporation, any reorganization, merger or consolidation, but excluding any reincorporation), or the acquisition of any of the Corporation's material subsidiaries, the holders of the Series A Preferred Stock shall be treated as if such transaction were a liquidation of the Corporation, which shall entitle the holders of Series A Preferred Stock to the Liquidation Preference set forth in Section 3(a) above, as if all consideration being received by the Corporation and its stockholders in connection with such transaction were being distributed in an event of liquidation of the Corporation.

4. Conversion.

(a) Right to Convert. At any time after issuance, the holder of any share or shares of Series A Preferred Stock shall have the right, at such holder's option, to convert all or any lesser portion of such holder's shares of Series A Preferred Stock to Common Stock of the Corporation on a ten-for-one (10:1) share basis (the "Conversion Ratio").

(b) Mechanics of Conversion.

(i) Such right of conversion shall be exercised by the holder of shares of Series A Preferred Stock by delivering to the Corporation a conversion notice in the form attached hereto as Exhibit A (the "Conversion Notice"), appropriately completed and duly signed and specifying the number of shares of Series A Preferred Stock that the holder elects to convert (the "Converting Shares") into shares of Common Stock, and by surrender not later than two (2) business days thereafter of the certificate or certificates representing such Converting Shares. The Conversion Notice shall also contain a statement of the name or names (with addresses and tax identification or social security numbers) in which the certificate or certificates for Common Stock shall be issued, if other than the name in which the Conversion Shares are registered. As promptly as practicable after the receipt of the Conversion Notice, the Corporation shall issue and deliver, or cause to be delivered, to the holder of the Converting Shares or such holder's nominee, a certificate or certificates for the number of shares of Common Stock issuable upon the conversion of such Converting Shares. Such conversion shall be deemed to have been effected as of the close of business on the date of receipt by the Corporation of the Conversion Notice (the "Conversion Date"), and the person or persons entitled to receive the shares of Common Stock issuable upon conversion shall be treated for all purposes as the holder or holders of record of such shares of Common Stock as of the close of business on the Conversion Date.

(ii) The Corporation shall issue certificates representing the shares of Common Stock to be received upon conversion of the Series A Preferred Stock (the "Conversion Shares") (and certificates for unconverted Series A Preferred Stock) as promptly as practicable following the Conversion Date and shall transmit the certificates by messenger or reputable overnight delivery service to reach the address designed by such holder as promptly as practicable after the receipt by the Corporation of such Conversion Notice. If certificates evidencing the Conversion Shares are not received by the holder within (10) business days of the Conversion Notice, then the

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holder will be entitled to revoke and withdraw its Conversion Notice, in whole or in part, at any time prior to its receipt of those certificates. In lieu of delivering physical certificates representing the Conversion Shares or in payment of dividends hereunder, provided the Corporation's transfer agent is participating in the Depository Trust Company ("DTC") Fast Automated Securities Transfer ("FAST") program, upon request of the holder, the Corporation shall use its commercially reasonable efforts to cause its transfer agent to electronically transmit the Common Stock issuable upon conversion or dividend payment to the holder, by crediting the account of the holder's prime broker with DTC through its Deposit Withdrawal Agent Commission ("DWAC") system. Such holder and the Corporation agree to coordinate with DTC to accomplish this objective. The person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Shares at the close of business on the Conversion Date.

(iii) In the event the Corporation is prohibited from issuing shares of Common Stock as a result of any restrictions or prohibitions under applicable law or the rules or regulations of any stock exchange, interdealer quotation system or other self-regulatory organization, the Corporation shall promptly as practicable use commercially reasonable efforts to seek the approval of its stockholders and take such other action to authorize the issuance of the full number of shares of Common Stock issuable upon the full conversion of the then outstanding shares of Series A Preferred Stock.

(c) Adjustment of Conversion Ratio:

(i) In the event the outstanding shares of Common Stock shall be subdivided by stock split, stock dividends or otherwise, into a greater number of shares of Common Stock, the Conversion Ratio then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately increased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Ratio then in effect shall concurrently with the effectiveness of such combination or consolidation, be proportionally reduced.

(ii) In the event the Corporation at any time or from time to time makes, or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution (excluding any repurchases of securities by the Corporation not made on a pro rata basis from all holders of any class of the Corporation's securities) payable in property or in securities of the Corporation other than shares of Common Stock, and other than as otherwise adjusted hereunder or as provided in subsection (i) above, then and in each such event the holders of the Series A Preferred Stock shall receive at the time of such distribution, the amount of property or the number of securities of the Corporation that they would have received had their Series A Preferred Stock been converted into Common Stock immediately prior to such event.

(iii) Upon any liquidation, dissolution or winding up of the Corporation, if the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), each share of Series A Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such share of Series A Preferred Stock shall have been entitled upon such reorganization or reclassification.

(iv) Except as provided herein, the Corporation will not, by amendment of its Certificate of Incorporation, by the filing of a Certificate of Designation, or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this subsection (c) and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

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(v) Upon the occurrence of each adjustment or readjustment of the Conversion Ratio pursuant to this subsection (c), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock, a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Ratio at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series A Preferred Stock.

5. Notices of Record Date. In the Event of any fixing by the Corporation of a record date for the holders of any class of securities: (i) for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend or a dividend set forth in Section 1 hereof) or other distribution (whether in cash, property, stock or other securities) with respect to any shares of Common Stock or other securities, (ii) for the purpose of determining any right to subscribe for, purchase or otherwise acquire, or any option for the purchase of any shares of stock of any class or any other securities or property, (iii) to effect any reclassification or capitalization of its Common Stock outstanding involving a change in the Common Stock, or (iv) to merge or consolidate with or into any other Corporation, or sell, lease or convey all or substantially of its property or business, or to liquidate, dissolve or wind up, or to receive any other right, then, in connection with each such event, the Corporation shall mail to each holder of Series A Preferred Stock: (x) at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or subscription rights, and the amount and character of such dividend, distribution or subscription right (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (i) and (ii) above; and (y) in the case of the matters referred to in clauses (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

6. Notices. All notices, requests, consents and other communication hereunder shall be in writing, shall be mailed (A) if within the United States by first-class registered or certified airmail, or nationally recognized overnight express courier, postage prepaid, by facsimile or e-mail (if agreed to by the Investor), or (B) if delivered from outside the United States, by international express courier, facsimile or e-mail (if agreed to by a holder of Series A Preferred Stock), and shall be deemed given (i) if delivered by first-class registered or certified mail, three business days after so mailed, (ii) if delivered by nationally recognized overnight carrier, one business day after so mailed, (iii) if delivered by International Federal Express, two business days after so mailed, (iv) if delivered by facsimile or email, upon electronic confirmation of receipt and shall be delivered as addressed as follows:

(a) if to the Company, to:
Dr. Ruggero M. Santilli, CEO
Thunder Fusion Corporation
150 Rainville Road
Tarpon Springs, FL 34689

(b) if to a holder of Series A Preferred Stock, to the address, facsimile number or e-mail address appearing in the Corporation's stockholder records or, in either case, to such other address, facsimile number or e-mail address as the Corporation or a holder of Series A Preferred Stock may provide to the other in accordance with this Section.

7. Increase of Authorized Shares. The Corporation shall from time to time in accordance with the laws of the State of Florida increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance is not sufficient to permit conversion of the Series A Preferred Stock.

8. Stock Transfer Taxes. The issuance of the stock certificates upon conversion of the Series A Preferred Stock shall be made without charge to the converting holder for any transfer tax in respect of such issue;

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provided, however, that the Corporation shall be entitled to withhold any applicable withholding taxes with respect to such issue, if any. The Corporation shall not however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares in any name other than that of the holder of any of the Series A Preferred Stock converted, and the Corporation shall not be required to issue or deliver any such stock certificate unless and until the person or persons requesting the issue thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

IN WITNESS WHEREOF, the undersigned being a duly authorized officer of the Corporation, does file this Certificate of Designation, Rights and Preferences, hereby declaring and certifying that the facts stated herein are true and accordingly has hereunto set his hand this 20th day of August, 2013.

THUNDER FUSION CORPORATION


/s/ Dr. Ruggero M. Santilli

Dr. Ruggero M. Santilli,
Director and Chief Executive Officer

The above amendment was duly adopted by the Board of Directors on August 20, 2013 and shareholder action was not required. In all other respects, the Articles of Incorporation, as amended, shall remain as they were prior to this Amendment being adopted.

Date: October 8, 2013

THUNDER FUSION CORPORATION


Dr. Ruggero M. Santilli,
Chief Executive Officer,
Chairman of the Board of Directors

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