

P070000 66804

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

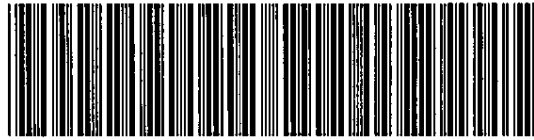
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Amend.
10/21/13
De

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gold Mining USA Inc.

DOCUMENT NUMBER: P07000066804

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

Please return all correspondence concerning this matter to the following:

Brian Jenkins

Name of Contact Person

Gold MiningUSA Inc.

Firm/ Company

1007 7th street

Address

Sacramento, CA

City/ State and Zip Code

jcorpcapital@gmail.com

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

For further information concerning this matter, please call:

Brian Jenkins

Name of Contact Person

at (778) 708-0898

Area Code & Daytime Telephone Number

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

Gold Mining USA Inc.

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

P07000066804

(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:

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."

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**)

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 _____

(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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	P	Alan Muller	PO Box 3470 Burleigh Town
<input type="checkbox"/> Add			Queensland, Australia
<input checked="" type="checkbox"/> Remove			4220
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)*

Amendment to Article IV (B) The company's shareholders approved a ratification resolution and restate its articles of incorporation and authorize 100 million Preferred A shares effective March 9, 2012. The preferred shares issued on March 9 2012 were meant to S Preferred A series will become non-voting and rank parri-passu with common shares with respect to dividend and distribution of assets in the even of a wind up or liquidation of assets. The preferred shares are at no cost to the holder. These shares are classified as series 1 and 2.

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)*

Amendment to Article IV (B) As of October 4th 2013 Management and directors held a s meeting and by way of resolution and agreement issued an additional 100 million shares Preferred A series shares to the following directors: Chairman Maurice Byrne 50 million and VP Operations Brian Jenkins 50 million shares. Said shares shall represent a voting power at a ratio of 10: 1 seats on the board as well are convertible at common 10:1 into hold all restrictions and implimentations of affiliate status held stock. As such this action requires no further shareholder approval.

The date of each amendment(s) adoption: October 4th, 2013, if other than the date this document was signed.

Effective date if applicable: October 4th, 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):

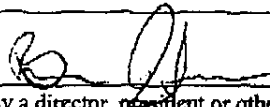
"The number of votes cast for the amendment(s) was/were sufficient for approval

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 October 21st 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)

Brian Jenkins

(Typed or printed name of person signing)

Director VP Operations

(Title of person signing)