

P110000001909

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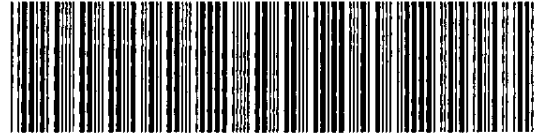
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amend

05/09/11--01064--003 **35.00

FILED
2011 MAY -9 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/16/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Andes Gold Corporation

DOCUMENT NUMBER: P11000001909

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

Andes 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:

☒ \$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

FILED

Andes Gold Corporation

2011 MAY -9 AM 9:35

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

P11000001909

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:

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:

New Registered Office Address:

(Florida street address)

(City)

*_____, Florida
(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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

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

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

Article IV Shares:

The number of shares of stock authorized is 1,505,000,000 of which 1,500,000,000
are common shares @ \$0.001 par value; and 5,000,000 are
preferred shares @ \$0.001 par value. (See attachment, "Amendment to Articles of
Incorporation of Andes Gold Corporation.)

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)

The date of each amendment(s) adoption: May 1, 2011
(date of adoption is required)

Effective date if applicable: _____
(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 May 1, 2011

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
ANDES GOLD CORPORATION

The undersigned, being all of the directors of Andes Gold Corporation, a Florida corporation (the "Corporation"), 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 Corporation at a formal special meeting of the directors of said Corporation:

WHEREAS, the Board of Directors have determined that it is in the best interest of the Corporation to: (i) increase its total number of authorized shares per its Articles of Incorporation from 900,000,000 common shares and 5,000,000 preferred shares, to 1,500,000,000 common shares and 5,000,000 preferred shares (the "Increase in Authorized Shares"); and (ii) amend its Articles of Incorporation pertaining to "Article IV Shares" per the attached Exhibit A, "Amendment to the Articles of Incorporation of Andes Gold Corporation" (the "Amendment") in connection therewith; and

WHEREAS said Increase in Authorized Shares and the Amendment have been approved by a vote of the majority of shares of the Corporation.

THEREFORE BE IT RESOLVED, that the Board of Directors of the Corporation approves the immediate Increase in Authorized Shares and the Amendment.

FURTHER RESOLVED, that the President of the Corporation (the "Authorized Officers") is hereby authorized, empowered and directed on behalf of the Corporation to execute and deliver, on behalf of the Corporation, any and all documents necessary to complete the transactions contemplated herein; and

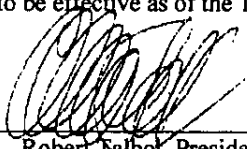
FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and are hereby, authorized, empowered and directed to take such other and further action and to execute, acknowledge and deliver such other and further instruments, officer's certificate(s), documents and assurances as he, in his sole and absolute discretion, may deem appropriate to consummate the transactions authorized by these resolutions and to effectuate the purposes of these resolutions; and

FURTHER RESOLVED, that any and all acts or actions heretofore taken by the designated authorized Officers of the Corporation, on behalf of the Corporation, in connection with the transactions contemplated by these resolutions, be, and the same hereby are, ratified and confirmed acts and deeds of the Corporation; and

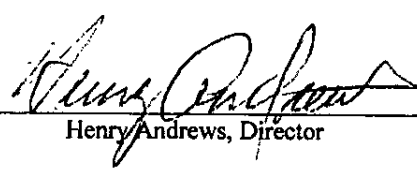
FURTHER RESOLVED, that the President of the Corporation is hereby authorized, empowered and directed to furnish copies, certified true and correct by the Secretary, to any person requesting evidence of these resolutions; and

FURTHER RESOLVED, that any party to whom a certificate hereof is furnished, is requested to rely upon these resolutions until receipt by the requesting party of written notice of changes, if any therein.

DATED to be effective as of the 1st day of May, 2011.



Robert Talbot, President, Director



Henry Andrews, Director

**MAJORITY WRITTEN CONSENT OF SHAREHOLDERS OF
ANDES GOLD CORPORATION
IN LIEU OF MEETING OF THE SHAREHOLDERS**

The undersigned, constituting a majority of the issued and outstanding shares of Andes Gold Corporation, a Florida corporation (the "Corporation") entitled to vote thereon (the "Shareholders"), acting pursuant to the provisions of Section 607.0704 of the Florida Business Corporations Act, hereby consent to take the following actions and adopt the following resolutions effective as of the date indicated below:

APPROVAL OF INCREASE IN THE AUTHORIZED SHARES AND AMENDMENT

WHEREAS, the Shareholders have been advised by the Board of Directors (the Board") of the Corporation that it believes that it is in the best interest of the Corporation to: (i) increase its total number of authorized shares in its Articles of Incorporation from 900,000,000 common shares and 5,000,000 preferred shares, to 1,500,000,000 common shares and 5,000,000 preferred shares (the "Increase in Authorized Shares") and (ii) amend its Articles of Incorporation pertaining to "Article IV Shares" per the attached Exhibit A, "Amendment to the Articles of Incorporation of Andes Gold Corporation" (the "Amendment") as connected therewith; and

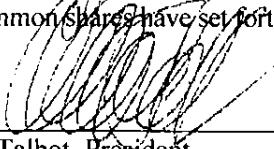
WHEREAS, the Shareholders believe it is in the best interest of the Corporation to authorize and approve the Increase in the Authorized Shares and the Amendment.

NOW, THEREFORE, BE IT RESOLVED, THAT the Increase in the Authorized Shares and the Amendment is hereby authorized and approved.

GENERAL RESOLUTION

FINALLY, BE IT RESOLVED FURTHER, THAT the Board of Directors and Officers of the Corporation are hereby authorized and instructed to take whatever steps necessary to effectuate the above described resolution.

IN WITNESS THEREOF, the undersigned shareholders representing a majority of the issued and outstanding common shares have set forth their hand on this 1st day of May, 2011.



Robert Talbot, President
New World Gold Corporation, Shareholder
Number of Shares: 239,000,000 (54.00 %)

AMENDMENT TO ARTICLES OF INCORPORATION
OF ANDES GOLD CORPORATION

Article IV of the Corporation's Articles of Incorporation is deleted in its entirety and replaced with the following:

Article IV Shares

The Corporation is authorized to issue one billion, five hundred and five million (1,505,000,000) shares of its capital stock in two classes, of which 1,500,000,000 are common shares @ \$0.001 par value; and 5,000,000 are preferred shares @ \$0.001 par value.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation.

Common Shares

One class of stock shall be common stock, par value \$0.001, of which the Corporation shall have the authority to issue one billion, five hundred million (1,500,000,000) shares.

Preferred Shares

The second class of stock shall be preferred stock, par value \$0.001, of which the Corporation shall have the authority to issue five million (5,000,000,000) shares.

Subject to the requirements of Chapter 607 of the laws of the State of Florida, the Board of Directors is authorized and empowered to issue shares of preferred stock in one or more series and with such designations, preferences and limitations as the Board of Directors, in its business judgment, determines is in the best interest of the Corporation.

**CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES A
PREFERRED STOCK OF THE ANDES GOLD CORPORATION**

Pursuant to the Business Organizations Law of the State of Florida

Andes Gold Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on May 1, 2011, pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation which creates and authorizes 5,000,000 shares of Preferred Stock of the Corporation, par value, \$0.001 per share (the "Preferred Stock"):

Resolved, that pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series A Preferred Stock" (such series being hereinafter called "Series A Preferred Stock"), and the preferences and relative, participating, optional or other special rights of the Series A Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

1. **Number of Shares; Stated Value and Dividends.** The Corporation hereby designates one (1) share of the authorized shares of preferred stock as Series A Preferred Stock. The stated value of the Series A Preferred Stock shall be \$.001 par value. The holder of share of Series A Preferred Stock shall not be entitled to receive dividends.

2. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of Series A Preferred Stock may at his sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to \$0.001 for the outstanding share of Series A Preferred Stock. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least 50% of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

3. **Redemption.** The Series A Preferred Stock is not redeemable without the prior written consent of the holder of such Series A Preferred Stock.

4. **Conversion.** The share of Series A Preferred Stock shall be convertible, at the sole option of the Corporation, at any time after the date of issuance of such share at the office of this Corporation into such number of fully paid and non-assessable shares of common stock of the Corporation as is determined by mutual agreement of the Corporation and the holder of the Series A Preferred Stock at the time of conversion.

5. **Voting Rights.** The holder of the share of Series A Preferred Stock shall have the following voting rights:

(a) The holder of the share of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the share of Series A Preferred Stock shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Series A Preferred Stock to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the share of Series A Preferred Stock shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

(c) Without the written consent of the holder of the share of Series A Preferred Stock at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock.

6. **Status of Redeemed Stock.** In the event the share of Series A Preferred Stock shall be redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the share shall be cancelled and returned to the status of authorized but unissued shares of preferred stock.

7. **Taxes.** This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the share of Series A Preferred Stock.

IN WITNESS WHEREOF, Andes Gold Corporation has caused this "Certificate of Designation, Preference and Rights of Series A Preferred Stock" to be signed by Robert Talbot, its President, this 1st day of May 2011.

ANDES GOLD CORPORATION

By:



Robert Talbot, President

**CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES B PREFERRED
STOCK OF ANDES GOLD CORPORATION**

Pursuant to the General Corporation Law of the State of Florida

Andes Gold Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on May 1, 2011, pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation which creates and authorizes 5,000,000 shares of Preferred Stock of the Corporation, par value, \$0.001 per share of per share (the "Preferred Stock");

Resolved, that pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series B Preferred Stock" (such series being hereinafter called "Series B Preferred Stock"), and the preferences and relative, participating, optional or other special rights of the Series B Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

1. **Designation.** The series of preferred stock authorized hereunder shall be designated as the "Series B Preferred Stock." The number of shares constituting such series shall initially be three million (3,000,000) which number may from time to time be changed by the Board of Directors. The par value of the Series B Preferred Stock shall be \$.001 par value. All shares of Series B Preferred Stock shall be identical with each other in all respects.

2. **Rank.** The Series B Preferred Stock shall rank, with respect to dividend rights and rights on liquidation, dissolution and winding-up of the affairs of the Corporation equal to the Common Stock and junior to each class or series of capital stock (except any other class of Series B Preferred Stock) which expressly provides that it ranks senior to the Series B Preferred Stock as to dividends or upon liquidation, dissolution and winding-up, or as to any other right or preference.

3. **Conversion.** The holders of Series B Preferred Stock shall have conversion rights as follows ("Conversion Rights"):

- (a) **Automatic Conversion.** Each shares of Series B Preferred Stock shall not be convertible unless the Corporation's Certificate of Incorporation has an adequate number of authorized shares of Common Stock available for issuance in an amount sufficient to permit the conversion of all the shares of Series B Preferred Stock, and all other convertible securities and instruments of the Corporation. Conditioned upon the foregoing, each share of Series B Preferred Stock shall automatically convert into one hundred (100) fully paid and nonassessable share of Common Stock of the Corporation.
- (b) **Mechanics of Conversion.** At such time as the conditions described in Section 3(a) shall have occurred, holders of the Series B Preferred Stock shall surrender the certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock, a certificate or certificates for the number of shares of Common Stock of the Corporation to which such

holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date the conditions set forth in Section 3(a) herein have been satisfied and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

- (c) No Impairment. This Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, 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 this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3 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 B Preferred Stock against impairment.
- (d) No Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series B Preferred Stock and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.
- (e) Notices of Record Date. In the event the Corporation takes record of the holders of any class of securities for the purpose of determining which holders are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities, property or other right, the Corporation shall mail to each holder of Series B Preferred Stock, at least 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 right, and the amount and character of such dividend, distribution or right.
- (f) Reservation of Stock Issuable Upon Conversion. Solely for the purpose of effecting the conversion of the shares of the Series B Preferred Stock, the Corporation shall at all times, subject to the conditions described in Section 3(a), reserve and keep available out of its authorized but unissued shares of Common Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred Stock, the Corporation will take such corporate action as, in the opinion of counsel to the Corporation, may be necessary and authorized to increase its authorized but unissued shares of Common Stock to such number of shares of Common Stock to such number of shares as shall be sufficient for such purposes.
- (g) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series B Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his or her address appearing on the books of this Corporation.

4. **Redemption.**

- (a) Exercise of Redemption Right. Subject to the rights of series of Preferred Stock which may from time to time come into existence, at the option of the Corporation, the Corporation shall have the right to redeem that number of shares of Series B Preferred Stock held by any holder and specified in a written notice of redemption ("Redemption Notice") sent or delivered to the holder, by paying to the holder, in cash, an amount per share of Series B Preferred Stock identified in the Redemption Request, equal to the ten (10) day average closing market ask price for a share of the Corporation's common stock multiplied by 100 for the prior ten (10) days before the date of the Redemption Notice, plus any declared but unpaid dividends on each such share. The total sum payable per share pursuant to a Redemption Request is hereinafter referred to as the "Series B Preferred Stock Redemption Price".
- (b) Mechanics of Redemption. Redemption Notices shall be sent or delivered to the holder at such holder's address as set forth in the books of the Corporation. Such Redemption Notice shall be sent at least twenty (20) days prior to the redemption date specified in the Redemption Notice. Each Redemption Notice shall state: (i) the redemption date; (ii) the number of shares to be redeemed; (iii) the redemption price per share; (iv) the place where certificates may be surrendered for payment of the redemption price; and (v) that the holder's right to convert pursuant to subsection 5 above shall terminate upon the expiration of ten (10) days after receipt of the Redemption Notice. The Corporation shall, as soon as practicable after the redemption date, pay to the holder the Series B Preferred Stock the redemption price upon delivery to the Corporation of the certificates of Series B Preferred Stock to be redeemed. Upon payment by the Corporation of the Series B Preferred Stock Redemption Price, all rights in respect of the shares of Series B Preferred Stock redeemed shall cease.

5. **Voting Rights.** The holders of shares of Series B Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series B Preferred Stock could then be converted (notwithstanding the conditions described in Section 3(a) herein), and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series B Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

6. **Common Stock Dividends, Subdivisions, Combinations, etc.** In case the Company shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the number of outstanding shares of Series B Preferred Stock in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted so that it shall equal the same percentage of shares outstanding determined by multiplying the number of shares of Series B Preferred Stock by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding

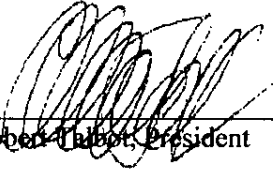
immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.

7. **Status of Converted or Redeemed Stock.** In the event any shares of Series B Preferred Stock shall be converted or redeemed pursuant to Section 3 or Section 4 hereof, the shares so converted or redeemed shall be canceled and shall be available for issuance by the Corporation in accordance with the Corporation's Certificate of Incorporation.

IN WITNESS WHEREOF, Andes Gold Corporation has caused this "Certificate of Designation, Preference and Rights of Series B Preferred Stock" to be signed by Robert Talbot, its President, this 1st day of May, 2011.

ANDES GOLD CORPORATION

By:


Robert Talbot, President