

P11000001909

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14 JAN 21 AM 9:07

SEC. 17 OF 2013
FALLUO 000110 10A

C. Lewis
1-28-14

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 (561) 210-8496

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

Andes Gold Corporation

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

P11000001909

(Document Number of Corporation (if known))

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SEC. 11, BY FLORIDA
TALLAHASSEE, FL 32301

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

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

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

Article IV is hereby amended such that it shall read:

The number of shares of stock authorized is 4,505,000,000, of which
4,500,000,000 are common shares @\$0.001 par value; and
5,000,000 are preferred shares @ \$0.001 par value.

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)

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The date of each amendment(s) adoption: January 10, 2014

Effective date if applicable: January 10, 2014

(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):

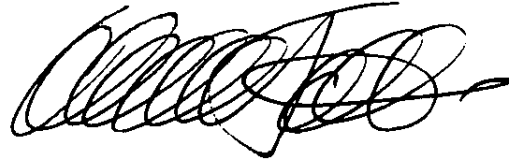
"The number of votes cast for the amendment(s) was/were sufficient for approval

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 January 10, 2014



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)