

P120000008489

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12 MAR 13 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAR 15 2012

T. ROBERTS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Placer Gold Prospecting, Inc.

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Jack Wagenti

Name of Contact Person

Placer Gold Prospecting, Inc.

Firm/ Company

6004 Tealside Court

Address

Lithia, FL 33547

City/ State and Zip Code

jwage2@yahoo.com

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

For further information concerning this matter, please call:

Jack Wagenti at ( 813 ) 944-2988  
Name of Contact Person Area Code & Daytime Telephone Number

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

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

PLACER GOLD PROSPECTING, INC.

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

P12000008489

(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*

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TALLAHASSEE FLORIDA

**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

| <u>Type of Action</u><br>(Check One)             | <u>Title</u>             | <u>Name</u>         | <u>Address</u>                                        |
|--------------------------------------------------|--------------------------|---------------------|-------------------------------------------------------|
| 1) <u>x</u> Change<br>___ Add<br>___ Remove      | <u>President</u>         | <u>Jerry Scott</u>  | <u>6004 Tealside Court</u><br><u>Lithia, FL 33547</u> |
| 2) ___ Change<br><u>x</u> Add<br>___ Remove      | <u>Sec/Treas</u>         | <u>Frank Moreno</u> | <u>6004 Tealside Court</u><br><u>Lithia, FL 33547</u> |
| 3) ___ Change<br><u>x</u> Add<br>___ Remove      | <u>Director</u>          | <u>Michael King</u> | <u>6006 Tealside Court</u><br><u>Lithia, FL 33547</u> |
| 4) <u>x</u> Change<br><u>x</u> Add<br>___ Remove | <u>C</u> <u>Director</u> | <u>Jack Wagenti</u> | <u>6004 Tealside Court</u><br><u>Lithia, FL 33547</u> |
| 5) ___ Change<br>___ Add<br>___ Remove           | ___                      | ___                 | ___                                                   |
| 6) ___ Change<br>___ Add<br>___ Remove           | ___                      | ___                 | ___                                                   |

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

**Article IV**

The number of shares the Corporation is authorized to issue is:  
500,000,000 par value \$0.001

**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: March 1, 2012

Effective date if applicable: March 1, 2012

(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 100,000,000."

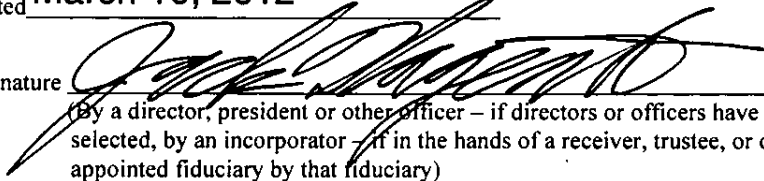
(voting group)

☐ 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 March 10, 2012

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)

Jack Wagenti

(Typed or printed name of person signing)

Chairman of The Board

(Title of person signing)