

STATE OF NEVADA

**ROSS MILLER**  
Secretary of State

**SCOTT W. ANDERSON**  
Deputy Secretary  
for Commercial Recordings



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OFFICE OF THE  
SECRETARY OF STATE

TOMER TAL ESQ

**Job: C20130418-0285**  
April 18, 2013

**Special Handling Instructions:**  
AMD EMAILED 04/18/13 NEH

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20130256774-57	4/17/2013 2:05:18 PM	1	\$275.00	\$275.00
24 Hour Expedite	20130256774-57	4/17/2013 2:05:18 PM	1	\$125.00	\$125.00
Total					\$400.00

**Payments**

Type	Description	Amount
Credit	017392 13041875475651	\$400.00
Total		\$400.00

**Credit Balance: \$0.00**

**Job Contents:**

File Stamped Copy(s): 1

TOMER TAL ESQ



\*090201\*



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Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20130256774-57</b>
	Filing Date and Time <b>04/17/2013 2:05 PM</b>
	Entity Number <b>C17329-2004</b>

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Worthington Energy, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

The number of authorized shares of capital stock have been increased to 1,490,000,000 shares of Common Stock, par value \$0.001 per share and 10,000,000 shares of Preferred Stock, par value \$0.001 per share for a total of 1,500,000,000 shares of capital stock. Of the 10,000,000 shares of Preferred Stock, 1,000,000 shares have been designated as Series A Preferred Stock, with the rights, preferences and privileges set forth in the Certificate of Designation filed with the Nevada Secretary of State on April 17, 2013 and the remaining 9,000,000 of which shall have the rights, preferences and privileges established by the Board of Directors, from time to time.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

More than 50%

4. Effective date and time of filing: (optional) Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-Arter  
Revised: 8-31-11