

090201



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

090201

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:

ENERGY 1 CORPORATION

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

Article 3 - Increase authorised shares of capital stock to Eight Hundred Fifty Million (850,000,000) of which Eight Hundred Million (800,000,000) are Common Stock par value \$0.001 and Fifty Million (50,000,000) are Preferred Stock par value \$0.001

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: 503,625,000

4. Effective date of filing: (optional)

06/01/2011

(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-After
Revised: 3-6-09

**WRITTEN MAJORITY CONSENT OF THE
STOCKHOLDERS OF ENERGY 1 CORPORATION**

IN LIEU OF A SPECIAL MEETING OF STOCKHOLDERS

The undersigned, being the holders of a voting majority of the outstanding shares of ENERGY 1 CORPORATION, a Nevada corporation (the "Corporation"), hereby adopts the following resolutions pursuant to the bylaws of the Corporation and the Nevada Revised Statutes:

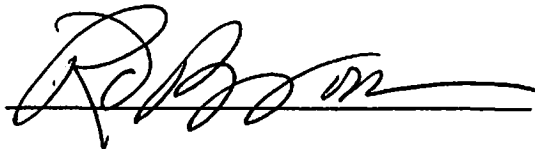
RESOLVED, that the Corporation amend Article 3 of its Articles of Incorporation, as amended, to change its number of shares of capital stock from 550,000,000, of which 500,000,000 are Common Stock par value \$0.001 and 50,000,000 are Preferred Stock par value \$0.001, to 850,000,000, of which 800,000,000 are Common Stock par value \$0.001 and 50,000,000 are Preferred Stock par value \$0.001, (the "Amendment").

FURTHER RESOLVED, that the Board of Directors of the Corporation (the "Board") is authorized to establish one or more classes or series of Preferred Stock by a majority vote of the Board from time to time in its sole discretion. The Corporation shall file a Certificate of Designation of Nevada Profit Corporations with the Nevada Secretary of State setting forth the voting powers, designations, preferences, limitations, restrictions and relative rights of such class or series of Preferred Stock as determined by the Board.

NOW THEREFORE, BE IT RESOLVED, that the undersigned stockholders of the Corporation hereby approve the Amendment, and authorize and direct the appropriate officer of the Corporation to execute and file an Certificate of Amendment to the Articles of Incorporation with the Secretary of State of Nevada, and to take such further actions and to execute and deliver such other documents as they deem necessary to effectuate the foregoing resolution.

DATED: 1 June 2011

BY:

 # of Votes: 503,625,000

RAYMOND T. BROWN II

ARTICLES OF INCORPORATION
OF THE NORTHERN ENERGY CORPORATION

ARTICLE I - PURPOSES AND BUSINESS

The undersigned, being the holders of a voting majority of the outstanding shares of ENERGY I CORPORATION, a Nevada corporation (the "Corporation"), hereby adopt the following resolutions pursuant to the bylaws of the Corporation and the Nevada Revised Statutes:

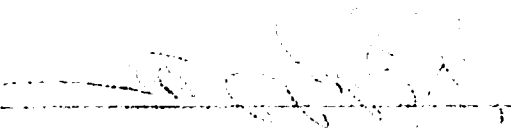
RESOLVED, that the Corporation amend Article I of its Articles of Incorporation, as amended, to change the number of shares of capital stock from 250,000,000, of which 200,000,000 are common stock par value \$0.001 and 50,000,000 are preferred stock par value \$0.001, to 250,000,000, of which 200,000,000 are common stock par value \$0.001 and 50,000,000 are preferred stock par value \$0.001, (the "Amendment").

FURTHER RESOLVED, that the Board of Directors of the Corporation (the "Board") be authorized to establish one or more classes or series of preferred stock by a majority vote of the Board from time to time in its sole discretion. The Corporation shall file a Certificate of Designation of Nevada Preferred Stock with the Nevada Secretary of State setting forth the voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of preferred stock as determined by the Board.

NOW THEREFORE, BE IT RESOLVED, that the undersigned stockholders of the Corporation hereby approve the Amendment, authorize and direct the appropriate officer of the Corporation to execute and file in the office of the Secretary of State of Nevada with the Secretary of State of Nevada and deliver such other documents as they deem necessary to effectuate the foregoing resolution.

WITNESSED: 1 June 1911

at Las Vegas, Nevada, this 1st day of June, 1911.



NORTHERN ENERGY CORPORATION

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
ENERGY 1 CORPORATION**

IN LIEU OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

The undersigned, being the members of the Board of Directors (the "Board") of ENERGY 1 CORPORATION, a Nevada corporation (the "Corporation"), hereby adopts the following resolutions pursuant the General Corporation Law of the State of Nevada by this Written Consent in Lieu of a Special Meeting of the Board of Directors:

WHEREAS, the Board received a majority consent of stockholders in lieu of a special meeting of stockholders dated 1 June 2011, signed by stockholders owning a voting majority of the issued and outstanding shares of the Corporation, as attached hereto, (the "Majority Consent").


BE IT RESOLVED, that the Board hereby approves the resolutions as set forth in the Majority Consent.

FURTHER, BE IT RESOLVED, that the Board hereby approves the designation of 25,000,000 shares of its Preferred Stock as Series B Preferred Stock with the voting powers, designations, preferences, limitations, restrictions and relative rights as set forth in the Certificate of Designation of Nevada Profit Corporations, attached hereto.

FURTHER, BE IT RESOLVED, that the Board hereby approves the issuance of 10,000,000 shares of Series B Preferred Stock to Raymond T. Brown II in lieu of compensation for service.

NOW THEREFORE, BE IT RESOLVED, that the appropriate officer(s) of the Corporation are given full authority to take such actions and to execute and deliver such documents as they deem necessary to effectuate the foregoing resolutions.

DATED: 3 June 2011



Raymond T. Brown II
Chairman of the Board

MINUTES OF THE BOARD OF DIRECTORS OF
ENERGY CORPORATION

IN LIEU OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

The undersigned, being the members of the Board of Directors (the "Board") of ENERGY CORPORATION, a Nevada corporation (the "Corporation"), hereby adopts the following resolutions pursuant to the General Corporation Law of the State of Nevada by this written consent in lieu of a Special Meeting of the Board of Directors:

WHEREAS, the Board received a majority consent of stockholders in lieu of a special meeting of stockholders dated June 2011, signed by stockholders owning a voting majority of the issued and outstanding shares of the Corporation, as set forth herein (the "Majority Consent");

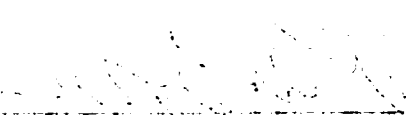
BE IT RESOLVED, that the Board hereby approves the resolutions as set forth in the Majority Consent.

FURTHER, BE IT RESOLVED, that the Board hereby approves the designation of 10,000,000 shares of its Preferred Stock as Series A Preferred Stock with the voting powers, designations, preferences, limitations, restrictions and relative rights as set forth in the Certificate of Designation of Nevada Profit Corporation, attached hereto.

FURTHER, BE IT RESOLVED, that the Board hereby approves the issuance of 10,000,000 shares of Series A Preferred Stock to Raymond T. Brown II in lieu of compensation for services.

NOW THEREFORE, BE IT RESOLVED, that the appropriate officer(s) of the Corporation are given full authority to take such actions and to execute and deliver such documents as may be deemed necessary to effectuate the foregoing resolutions.

DATE: 3 June 2011


Raymond T. Brown II
Chairman of the Board

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ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Certificate of Designation

(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Designation For Nevada Profit Corporations (Pursuant to NRS 78.1955)

1. Name of corporation:

ENERGY 1 CORPORATION

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

Series B Convertible Preferred Stock (see Attached)

3. Effective date of filing: (optional)

06/01/2011

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

4. Signature: (required)

X

Signature of Officer

Filing Fee: \$175.00

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 Stock Designation
Revised: 3-6-09

**CERTIFICATE TO SET FORTH DESIGNATIONS, PREFERENCES AND RIGHTS TO
SERIES B PREFERRED STOCK OF
ENERGY 1 CORPORATION**

I, Raymond T. Brown, II, Director and Secretary of ENERGY 1 CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Nevada (the "Corporation"), in accordance with the provisions of Section 78.195 under Nevada Revised Statutes, DO HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of said Corporation, said Board of Directors adopted a resolution providing for the issuance of a Series of Twenty-Five Million (25,000,000) shares of Series B Preferred Stock pursuant to a written consent dated 1 June, 2011 which resolution was as follows:

SERIES B CONVERTIBLE PREFERRED STOCK

i. **Designation, Amounts and Par Value.** The designation of this series, which consists of twenty-five million (25,000,000) shares of common stock, is the Series B Preferred Stock (the "Series B Preferred Stock"). The par value of the Series B Preferred Stock shall be US\$0.001 per share.

ii. **Dividends.** No dividend shall be payable with respect to the Series B Preferred Stock.

iii. **Rank and Liquidation.**

(a) The Series B Preferred Stock shall rank (i) prior to any other class or series of common stock of the Corporation, and (ii) parri passu with any other class or series of preferred stock of the Corporation, in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation.

(b) Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the Holders of the Series B Preferred Stock and any class of capital stock parri passu with that of the Series B Preferred Stock shall be entitled to receive, before any payment or distribution shall be made on any class of common stock of the Corporation ("Common Stock" or "Junior Stock"), out of the assets of the Corporation available for distribution to stockholders, the Stated Value per share of the Series B Preferred Stock. Upon the payment in full of all amounts due to Holders of the Series B Preferred Stock and any class of securities not designated as Junior Stock, the holders of the Common Stock shall receive all remaining assets of the Corporation legally available for distribution.

(c) The purchase or redemption by the Corporation of shares of any class of stock, the merger or consolidation of the Corporation with or into any other corporation or entity in which the Corporation is the survivor, or the sale or transfer by the Corporation of substantially all of its assets shall be deemed to be a liquidation, dissolution or winding-up of the Corporation for the purposes of this paragraph 3.

ARTICLE II
SHARES OF COMMON STOCK

1. Raymond E. Brown, Jr., Director and Secretary of THE COMPANY, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 201 of the Delaware Revised Statutes, DO hereby certify:

That pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of said Corporation, said Board of Directors adopted a resolution providing for the issuance of a Series of Twenty-Five Million (25,000,000) shares of Series B Preferred Stock pursuant to a written consent dated June 1, 2011 which resolution was as follows:

Series B Preferred Stock

i. Designation, Amount and Par Value. The designation of this series which consists of twenty-five million (25,000,000) shares of common stock, is set forth in the attached Stock (the Series B Preferred Stock). The par value of the Series B Preferred Stock shall be \$0.001 per share.

ii. Dividend. No dividend shall be payable with respect to the Series B Preferred Stock.

Rank and Liquidation

(a) The Series B Preferred Stock shall rank in priority to any other class or series of common stock of the Corporation, and (ii) pari passu with any other class or series of preferred stock of the Corporation, in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation.

(b) Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series B Preferred Stock and any class of capital stock pari passu with that of the Series B Preferred Stock shall be entitled to receive before any payment or distribution shall be made on any class of common stock of the Corporation ("Common Stock" or "Junior Stock") one of the assets of the Corporation as held for distribution to stockholders, the stated value per share of the Series B Preferred Stock. Upon the payment in full of all amounts due to holders of the Series B Preferred Stock and any class of securities not designated as Junior Stock, the holders of the Common Stock shall receive all remaining assets of the Corporation legally available for distribution.

(c) The purchase or redemption by the Corporation of shares of any class of stock, the merger or consolidation of the Corporation with or into any other corporation or entity in which the Corporation is the survivor or the sale or transfer by the Corporation of substantially all of its assets shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph 2.

iv. Conversion into Common Stock. The Series B Preferred Stock shall have the following conversion rights and obligations:

(a) Subject to the further provisions of this paragraph 4, the Holder of shares of Series B Preferred Stock shall have the right, to convert the Series B Preferred Stock into fully paid and non-assessable shares of Common Stock determined in accordance with the conversion ratio defined in paragraph 4(b) below (the "Conversion Ratio").

(b) Each share of Series B Preferred Stock shall be convertible into one (1) share of Common Stock. Further, the Conversion Ratio shall be subject to adjustment as described herein and in any subscription agreement.

(c) Holder will give notice of its decision to exercise its right to convert the Series B Preferred Stock or part thereof by faxing an executed and completed Notice of Conversion (a form of which is annexed as Exhibit A to this Certificate of Designation) to the Corporation via confirmed fax transmission. The Holder will not be required to surrender the Series B Preferred Stock certificate until the Series B Preferred Stock has been fully converted. Each date on which a Notice of Conversion is faxed to the Corporation, in accordance with the provisions hereof, shall be deemed a Conversion Date. The Corporation will, or will cause the Corporation's transfer agent to, transmit the Corporation's Common Stock certificates representing the Common Stock issuable upon conversion of the Series B Preferred Stock to the Holder for receipt by such Holder within five (5) business days after receipt by the Corporation of the Notice of Conversion (the "Delivery Date"). A Series B Preferred Stock certificate representing the balance of the Series B Preferred Stock not so converted will be provided by the Corporation to the Holder if requested by Holder, provided the Holder has delivered the original Series B Preferred Stock certificate to the Corporation. To the extent that a Holder elects not to surrender Series B Preferred Stock for reissuance upon partial payment or conversion, the Holder hereby indemnifies the Corporation against any and all loss or damage attributable to a third-party claim in an amount in excess of the actual amount of the Stated Value of the Series B Preferred Stock then owned by the Holder.

In the case of the exercise of the conversion rights set forth in paragraph 4(a), the conversion privilege shall be deemed to have been exercised and the shares of Common Stock issuable upon such conversion shall be deemed to have been issued upon the date of receipt by the Corporation of the Notice of Conversion. The person or entity entitled to receive Common Stock issuable upon such conversion shall, on the date such conversion privilege is deemed to have been exercised and thereafter, be treated for all purposes as the record holder of such Common Stock and shall on the same date cease to be treated for any purpose as the record holder of such shares of Series B Common Stock so converted.

Upon the conversion of any shares of Series B Preferred Stock, no adjustment or payment shall be made with respect to such converted shares on account of any dividend on the Common Stock.

Conversion into Common Stock. The Series B Preferred Stock shall have the following conversion rights and obligations:

(a) Subject to the further provisions of this paragraph, if the Holder of shares of Series B Preferred Stock shall have the right to convert the Series B Preferred Stock into fully paid and non-assessable shares of Common Stock determined in accordance with the conversion ratio defined in paragraph 4(b) below (the "Conversion Ratio").

(b) Each share of Series B Preferred Stock shall be convertible into one (1) share of Common Stock. Further, the Conversion Ratio shall be subject to adjustment as described herein and in any subscription agreement.

(c) Holder will give notice of its decision to exercise its right to convert the Series B Preferred Stock or part thereof by filing an exercised and completed Notice of Conversion (a form of which is annexed as Exhibit A to this Certificate of Designation) to the Corporation via certified mail return receipt. The Holder will not be required to surrender the Series B Preferred Stock certificate until the Series B Preferred Stock has been fully converted. Each date on which a Notice of Conversion is filed to the Corporation in accordance with the provisions hereof shall be deemed a Conversion Date. The Corporation will, or will cause the Corporation's transfer agent to transmit the Corporation's Common Stock certificates representing the Common Stock issuable upon conversion of the Series B Preferred Stock to the Holder (or receipt by such Holder within five (5) business days after receipt by the Corporation of the Notice of Conversion (the "Delivery Date"). A Series B Preferred Stock certificate representing the balance of the Series B Preferred Stock not to be converted will be provided by the Corporation to the Holder if requested by Holder, provided the Holder has delivered the original Series B Preferred Stock certificate to the Corporation. To the extent that a Holder elects not to surrender Series B Preferred Stock for issuance upon partial payment or conversion, the Holder hereby indemnifies the Corporation against any and all loss or damage attributable to a third-party claim in an amount in excess of the actual amount of the stated value of the Series B Preferred Stock then owned by the Holder.

In the case of the exercise of the conversion rights set forth in paragraph 4(a), the conversion privilege shall be deemed to have been exercised and the shares of Common Stock issuable upon such conversion shall be deemed to have been issued upon the date of receipt by the Corporation of the Notice of Conversion. The person or entity entitled to receive Common Stock issuable upon such conversion shall, on the date such conversion privilege is deemed to have been exercised and thereafter, be named for all purposes as the record holder of such Common Stock and shall on the same date cease to be treated for any purpose as the record holder of such shares of Series B Common Stock so converted.

Upon the conversion of any shares of Series B Preferred Stock to any dividend or payment shall be made with respect to such converted shares on account of any dividend on the Common Stock.

The Corporation shall not be required, in connection with any conversion of Series B Preferred Stock to issue a fraction of a share of its Common Stock and shall instead deliver a stock certificate representing the nearest whole number. However, the Company may issue a fraction of a share of Series B Preferred Stock.

(d) The Conversion Ratio in Paragraph 4(b) shall be subject to adjustment from time to time as follows:

(i) In case the Corporation shall at any time (A) declare any dividend or distribution on its Common Stock or other securities of the Corporation other than the Series B Preferred Stock, (B) split or subdivide the outstanding Common Stock, (C) combine the outstanding Common Stock into a smaller number of shares, or (D) issue by reclassification of its Common Stock any shares or other securities of the Corporation, then in each such event the Conversion Ratio shall be adjusted proportionately so that the Holders of Series B Preferred Stock shall be entitled to receive the kind and number of shares or other securities of the Corporation which such Holders would have owned or have been entitled to receive after the happening of any of the events described above had such shares of Series B Preferred Stock been converted immediately prior to the happening of such event (or any record date with respect thereto). Such adjustment shall be made whenever any of the events listed above shall occur. An adjustment made to the Conversion Ratio pursuant to this paragraph 4(d) (i) shall become effective immediately after the effective date of the event.

(ii) For so long as Series B Preferred Stock is outstanding, the Holder is granted the anti-dilution and price protection rights set forth herein.

(e) (i) In case of any merger of the Corporation with or into any other corporation or entity (other than a merger in which the Corporation is the surviving or continuing corporation and which does not result in any reclassification, conversion, or change of the outstanding shares of Common Stock) then unless the right to convert shares of Series B Preferred Stock shall have terminated as part of such merger, lawful provision shall be made so that Holders of Series B Preferred Stock shall thereafter have the right to convert each share of Series B Preferred Stock into the kind and amount of shares of stock and/or other securities or property receivable upon such merger by a Holder of the number of shares of Common Stock into which such shares of Series B Preferred Stock might have been converted immediately prior to such consolidation or merger. Such provision shall also provide for adjustments which shall be as nearly equivalent as may be practicable to the adjustments provided for in paragraph 4(d). The foregoing provisions of this paragraph 4(e) shall similarly apply to successive mergers.

(ii) In case of any sale or conveyance to another person or entity of the property of the Corporation as an entirety, or substantially as an entirety, in connection with which shares or other securities or cash or other property shall be issuable, distributable, payable, or deliverable for outstanding shares of Common Stock, then, unless the right to convert such shares shall have terminated, lawful provision shall be made so that the Holders of Series B Preferred Stock shall thereafter have the right to

convert each share of the Series B Preferred Stock into the kind and amount of shares of stock or other securities or property that shall be issuable, distributable, payable, or deliverable upon such sale or conveyance with respect to each share of Common Stock immediately prior to such conveyance.

(f) Whenever the number of shares to be issued upon conversion of the Series B Preferred Stock is required to be adjusted as provided in this paragraph 4, the Corporation shall forthwith compute the adjusted number of shares to be so issued and prepare a certificate setting forth such adjusted conversion amount and the facts upon which such adjustment is based, and such certificate shall forthwith be filed with the Transfer Agent for the Series B Preferred Stock and the Common Stock; and the Corporation shall mail to each Holder of record of Series B Preferred Stock notice of such adjusted conversion price.

(g) In case at any time the Corporation shall propose:

(i) to pay any dividend or distribution payable in shares upon its Common Stock or make any distribution (other than cash dividends) to the holders of its Common Stock; or

(ii) to offer for subscription to the holders of its Common Stock any additional shares of any class or any other rights; or

(iii) any capital reorganization or reclassification of its shares or the merger of the Corporation with another corporation or entity (other than a merger in which the Corporation is the surviving or continuing corporation and which does not result in any reclassification, conversion, or change of the outstanding shares of Common Stock); or

(iv) the voluntary dissolution, liquidation or winding-up of the Corporation; then, and in any one or more of said cases, the Corporation shall cause at least fifteen (15) days prior notice of the date on which (A) the books of the Corporation shall close or a record be taken for such stock dividend, distribution, or subscription rights, or (B) such capital reorganization, reclassification, merger, dissolution, liquidation or winding-up shall take place, as the case may be, to be mailed to the Transfer Agent for the Series B Preferred Stock and for the Common Stock and to the Holders of record of the Series B Preferred Stock.

(h) So long as any shares of Series B Preferred Stock or any obligation amount shall remain outstanding and the Holders thereof shall have the right to convert the same in accordance with provisions of this paragraph 4, the Corporation shall use its best efforts to reserve sufficient shares of its authorized and unissued Common Stock that would be necessary to allow conversion of the Series B Preferred Stock, and if it determines that its authorized and unissued shares of Common Stock are not sufficient to allow such conversion, it will amend its Articles of Incorporation and make appropriate

filings with the Securities and Exchange Commission in order to increase its authorized capitalization.

(i) The term "Common Stock" as used in this Certificate of Designation shall mean the \$0.001 par value Common Stock of the Corporation as such stock is constituted at the date of issuance thereof or as it may from time to time be changed, or shares of stock of any class or other securities and/or property into which the shares of Series B Preferred Stock shall at any time become convertible pursuant to the provisions of this paragraph 4.

(j) The Corporation shall pay the amount of any and all issue taxes (but not income taxes) which may be imposed in respect of any issue or delivery of stock upon the conversion of any shares of Series B Preferred Stock, but all transfer taxes and income taxes that may be payable in respect of any change of ownership of Series B Preferred Stock or any rights represented thereby or of stock receivable upon conversion thereof, shall be paid by the person or persons surrendering such stock for conversion.

(k) In the event a Holder shall elect to convert any shares of Series B Preferred Stock as provided herein, the Corporation may not refuse conversion based on any claim that such Holder or any one associated or affiliated with such Holder has been engaged in any violation of law, or for any other reason unless, an injunction from a court, on notice, restraining and or enjoining conversion of all or part of said shares of Series B Preferred Stock shall have been issued and the Corporation posts a surety bond for the benefit of such Holder in the obligation amount sought to be converted, which is subject to the injunction, which bond shall remain in effect until the completion of arbitration/litigation of the dispute and the proceeds of which shall be payable to such Holder in the event it obtains judgment.

5. Voting Rights. Each share of Series B Preferred Stock shall have fifty (50) votes and be entitled to vote on all matters voted on by holders of Common Stock except as described in paragraph 6 hereof.

6. Restrictions and Limitations;

(a) Amendments to Charter. The Corporation shall not amend its Articles of Incorporation without the approval by the Holders of at least 70% of the then outstanding shares of Series B Preferred Stock if such amendment would:

(i) reduce the amount payable to the Holders of Series B Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(ii) cancel or modify the conversion rights of the Holders of Series B Preferred Stock provided for in paragraph 4 herein; or

(iii) cancel or modify the rights of the Holders of the Series B Preferred Stock provided for in this paragraph 6.

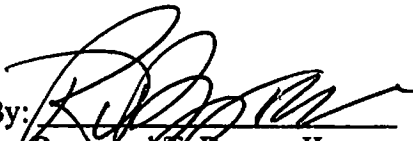
7. Redemption. Holders of the Series B Preferred Stock shall have no right to have the Corporation redeem the Series B Preferred Stock. The Corporation shall have no right to redeem the Series B Preferred Stock.

8. Status of Converted Stock. In case any shares of Series B Preferred Stock shall be converted or repurchased or reacquired, the shares so converted or reacquired shall resume the status of authorized but unissued shares of Common Stock and shall no longer be designated as Series B Preferred Stock.

9. Authority to Amend. This Certificate of Designation was adopted by the Corporation's Board of Directors on 3 June 2011, and no stockholder consent was required for the adoption thereof pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of said Corporation.

IN WITNESS WHEREOF, such Corporation has caused this Certificate of Designation to be signed by its Chief Executive Officer this 6th day of June 2011.

ENERGY 1 CORPORATION

By: 
Raymond L. Brown, II

(iii) cannot or modify the rights of the holders of the Series B Preferred Stock provided for in this paragraph.

Redemption. Holders of the Series B Preferred Stock shall have no right to have the Corporation redeem the Series B Preferred Stock. The Corporation shall have no right to redeem the Series B Preferred Stock.

3. Class of Converted Stock. In case any shares of Series B Preferred Stock shall be converted or redeemed or repurchased, the shares so converted or repurchased shall retain the status of authorized but unissued shares of Common Stock and shall no longer be designated as Series B Preferred Stock.

4. Authority to Amend. This Certificate of Designation was adopted by the Corporation's Board of Directors on 3 June 2011, and no stockholder consent was required for the adoption thereof pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of said Corporation.

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Designation to be signed by its Chief Executive Officer this 3rd day of June 2011.

TESTAMENTARY CORPORATION

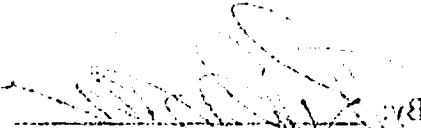
By: 
Raymond E. Brown, II

EXHIBIT A

NOTICE OF CONVERSION

(To Be Executed By the Registered Holder in Order to Convert the Series B Preferred Stock of ENERGY 1 CORPORATION)

The undersigned hereby irrevocably elects to convert _____ shares of Series B Preferred Stock into shares of Common Stock of ENERGY 1 CORPORATION according to the conditions hereof, as of the date written below.

Date of Conversion: _____, 20__

Applicable Conversion Ratio (Series B Preferred Stock to Common Stock): 1.0

Number of shares of Common Stock Issuable Upon this Conversion: _____

Select one:

A Series B Preferred Stock certificate is being delivered herewith. The unconverted portion of such certificate should be reissued and delivered to the undersigned.

A Series B Preferred Stock certificate is not being delivered herewith.

Name of Registered Holder: _____

Authorized Signature: _____

Printed Name: _____

Title (if Applicable): _____

Address: _____

Deliveries Pursuant to this Notice of Conversion Should Be Made to:

