

FILED

98 MAY 15 PM 1:58
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SHOSHONE SILVER MINING CO

IDAHO SECRETARY OF STATE

05/15/1998 09:00
CK: 6674 CT: 98799 BN: 111179

1 @ 38.00 = 38.00 AMEND PROF

Pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is SHOSHONE SILVER MINING CO

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on March 31st 1998, in the manner prescribed by the Idaho Business Corporation Act:

"ARTICLE V

The amount of its capital stock shall be Two Million Dollars (\$2,000,000.00) divided into Twenty Million (20,000,000) shares of common stock with a par value of ten cents (\$.10) per share."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 7,869,923; and the number of each class entitled to vote thereon was 7,869,923.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
Common	7,869,923

FIFTH: The number of shares voted for such amendment was 4,168,088; and the number of shares voted against such amendment was 2,149,032. ABSTAIN WAS 68,944.

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SIXTH: The manner in which such amendement effects a change in the amount of stated capital, and the amount of stated capital as change by such amendement, are as follows:

\$2,000,000.00 20,000,000 shares 10 cents par value

Dated this 1st day of April 1998.

SHOSHONE SILVER MINING COMPANY

BY [Signature]
PRESIDENT

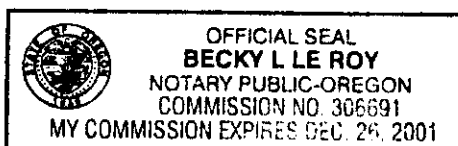
Attest:

[Signature]
secretary

STATE OF OREGON)
COUNTY OF) SS

ON THIS 1st DAY OF April, 1998

BEFORE ME PERSONALLY APPEARED JAMES I. SCHELLER, WHO, BEING DULY SWORN, DECLARED THAT HE IS PRESIDENT, OF SHOSHONE SILVER MINING COMPANY, THAT HE SIGNED THE FOREGOING DOCUMENT AS PRESIDENT OF SAID COMPANY, AND THAT THE STATEMENTS THERIN CONTAINED ARE TRUE.



[Signature]
Notary public in and for the
State of Oregon, Residing at:
Oregon City
My commission Expires: _____

STATE OF IDAHO)
COUNTY OF BONNER) SS

ON THIS 8 DAY OF May 1998

BEFORE ME PERSONALLY APPEARED CAROL TRITTEN, WHO, BEING DULY SWORN, DECLARED THAT SHE IS SECRETARY-TREASURER, OF SHOSHONE SILVER MINING COMPANY, THAT SHE SIGNED THE FOREGOING AS SECRETARY-TREASURER, OF SAID COMPANY, AND THAT THE STATEMENTS THEREIN CONTAINED ARE TRUE.



[Signature]
Notary Public in and for the
State of Idaho, Residing at:
Harlow
My Commission Expires: 6-29-2002