

State of Idaho

Department of State

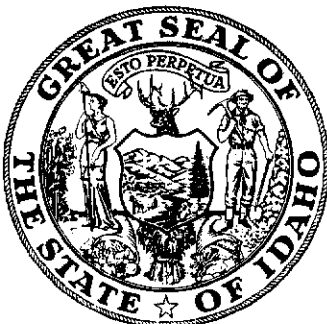
AMENDED CERTIFICATE OF AUTHORITY OF

EARTH POWER ENERGY & MINERALS, INC.
File Number C 102030

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EARTH POWER ENERGY & MINERALS, INC. for an Amended Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to EARTH POWER RESOURCES, INC. to transact business in this State under the name EARTH POWER RESOURCES, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: August 26, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. D. Dumas

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Aug 26 2 35 PM '96 Aug 22 10 01 AM '96

To the Secretary of State of the State of Idaho:

SECRETARY OF STATE
STATE OF IDAHOSECRETARY OF STATE
STATE OF IDAHO

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on May 5 1993,
authorizing it to transact business in the State of Idaho under the name of Earth Power
Energy & Minerals, Inc.

2. Its corporate name has been changed to Earth Power Resources, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is Earth Power Resources, Inc.

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows: No Change.

(Note: If no additional purposes are proposed, insert "No change.")

Dated: August 21, 1996 Earth Power Resources, Inc.
(Corporation Name)

By [Signature] President
Its President, Vice President, Secretary, or Assistant Secretary
(please specify)

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson
PO Box 83720
Boise, Idaho 83720-0080

File two copies.

If a name change, attach certificate of fact from state of incorporation.

Fee: \$38.00

Secretary of State use only

IDAHO SECRETARY OF STATE
DATE 08/22/1996 0900 20058

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CK #: 1321 CUST# 70136

AMEND CERT

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SECRETARY OF STATE



CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on August 2, 1995 a Certificate of Amendment to its Articles of Incorporation changing the name to **EARTH POWER RESOURCES, INC.** was filed in this office by **EARTH POWER ENERGY & MINERALS, INC.** Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 22, 1996.



Dean Heller

Secretary of State

By *Susan M. R. [Signature]*

Certification Clerk