

**FILED**

**ARTICLES OF MERGER**

of

**CENTER STAR GOLD MINES, INC.  
(An Idaho Corporation)**

into

**CENTER STAR GOLD MINES, INC.  
(A Nevada Corporation)**

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SECRETARY OF STATE  
IDAHO  
07/06/1998  
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The undersigned officers, the respective presidents and secretaries of Center Star Gold Mines, Inc., an Idaho corporation ("Center Star (ID)"), and Center Star Gold Mines, Inc., a Nevada corporation ("Center Star (NV)"), hereby certify that the Agreement and Plan of Merger dated June 23, 1998, (hereinafter the "Plan") was approved by the shareholders of Center Star (ID) at a duly called meeting held on May 7, 1998, after due notice was given, and was approved by the sole shareholder of Center Star (NV) by unanimous consent action of such sole shareholder.

1. The number of shares outstanding of each class of each corporation which were entitled to vote on the Plan, and the number of shares of each class of each corporation consenting and not consenting to the Plan, is as follows:

	<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Consenting</u>	<u>Not Consenting</u>
Center Star (ID)	Common Stock (\$ .10 par value)	5,000,000	2,542,075	239,400
Center Star (NV)	Common Stock (\$ .001 par value)	10	10	-0-

2. The number of votes cast for the Plan by each constituent entity was sufficient for approval of the Plan.

3. All of the presently outstanding shares of Center Star (NV) are owned and held by Center Star (ID).

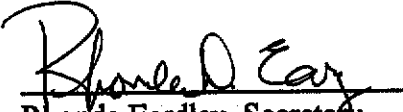
4. The effective date of the merger shall be at the time of the latter of the completion of filing of the Articles of Merger in the State of Idaho and the State of Nevada.

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5. A copy of the Plan, excluding exhibits and schedules, is attached hereto as Exhibit "A" and is incorporated herein by this reference.

IN WITNESS WHEREOF, Center Star Gold Mines, Inc., a Nevada corporation, and Center Star Gold Mines, Inc., an Idaho corporation, have caused these Articles of Merger to be executed in their respective corporate names by their respective presidents and their respective secretaries this 23rd day of June 1998.

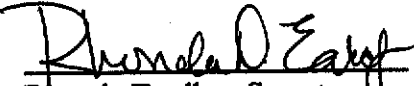
Attest:

  
Rhonda Eardley, Secretary

Center Star Gold Mines, Inc.  
An Idaho Corporation

By   
Howard M. Oveson, President

Attest:

  
Rhonda Eardley, Secretary

Center Star Gold Mines, Inc.  
A Nevada Corporation

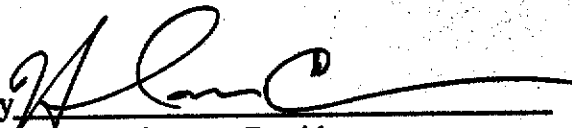
By   
Howard M. Oveson, President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER  
OF  
CENTER STAR GOLD MINES, INC.  
(An Idaho Corporation)  
INTO  
CENTER STAR GOLD MINES, INC.  
(A Nevada Corporation)

Plan and Agreement of Merger (hereinafter called "Merger Agreement") dated this 23rd day of June 1998, by and between Center Star Gold Mines, Inc., a corporation organized and existing under the laws of the State of Idaho (hereinafter sometimes referred to as "Center Star (ID)") and Center Star Gold Mines, Inc., a corporation organized and existing under the laws of the State of Nevada (hereinafter sometimes referred to as "Center Star (NV)"). These two parties are herein sometimes referred to collectively as the "merging corporations," witnesseth:

WHEREAS, Center Star (NV) is the wholly owned subsidiary of Center Star (ID);

WHEREAS, Center Star (ID) wishes to change the state of its domicile by merging into Center Star (NV);  
and;

WHEREAS, Section 92A.190 of the Nevada Revised Statutes and Section 301-1107 of the Idaho Business Corporation Act each authorize the merger of Center Star (ID) and Center Star (NV);

NOW, THEREFORE, the merging corporations have agreed, and do hereby agree, each with the other in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained and in accordance with the laws of the State of Nevada, and in accordance with the laws of the State of Idaho, that Center Star (ID) and Center Star (NV) be merged into a single corporation and that Center Star (NV) shall be the continuing and surviving corporation and do hereby agree upon and prescribe that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the presently outstanding shares of each of the merging corporations into the shares of Center Star (NV) are and shall be hereinafter set forth:

Article I

Manner of Conversion of Shares

1. The manner and basis of converting the shares of Center Star (ID) into shares of Center Star (NV) are as follows: at the effective time of the merger, each share of common stock of Center Star (ID) shall thereupon be converted into one share of Center Star (NV). Each holder of outstanding common stock of Center Star (ID) upon surrender to Center Star (NV) of one or more certificates for such shares for cancellation shall be entitled to receive one or more certificates for the number of shares of common stock of Center Star (NV) represented by the certificates of Center Star (ID) so surrendered for cancellation by such holder. Until so surrendered, each such certificate representing outstanding shares of common stock of Center Star (ID) shall represent the ownership of a like number of shares of Center Star (NV) for all corporate and legal purposes.

2. As of the effective time of the merger, all of the outstanding shares of common stock of Center Star (NV) which shares are held by Center Star (ID), shall be redeemed by Center Star (NV) for the sum of one dollar (\$1) and such redeemed shares shall be canceled and returned to the status of authorized and unissued shares. None of such redeemed shares shall be retained by Center Star (NV) as treasury shares and such shares shall be reissued in accordance with paragraph 1 of this Article I.

Article II  
Effective Time

The effective time of the merger shall be upon the filing of the Merger Agreement (or a certificate in lieu thereof) in accordance with Nevada Revised Statutes and the Idaho Business Corporation Act. Prior to said date, this Merger Agreement shall (1) have been submitted to and approved by the board of directors of each of the merging corporations; (2) have been approved by the stockholders of each of the merging corporations in accordance with law.

Article III  
Effect of Merger

When the merger shall have been effected:

(a) The merging corporations shall be a single corporation known as Center Star Gold Mines, Inc., a Nevada corporation.

(b) The separate existence of Center Star (ID) shall cease.

(c) Center Star (NV) shall have all rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Nevada Statutes.

(d) Center Star (NV) shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of each of the merging corporations and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of and belonging to or due to each of the merging corporations shall be taken and deemed to be transferred to and vested in Center Star (NV) without further act or deed, and the title to any real estate or any interest therein vested in either of the merging corporations shall not revert or be in any way impaired by reason of the merger.

(e) Center Star (NV) shall thenceforth be responsible and liable for all the liabilities and obligations of each of the merging corporations and any claim existing or action or proceeding pending by or against either of the merging corporations may be prosecuted to judgment as if such merger had not taken place, or Center Star (NV) may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the merging corporations shall be impaired by reason of the merger.

(f) After the effective time of the merger, the earned surplus of Center Star (NV) shall equal the aggregate of the earned surpluses of the merging corporations immediately prior to the effective time of the merger. The earned surplus determined as above provided shall continue to be available for payment of dividends by Center Star (NV).

(g) The certificate of incorporation of Center Star (NV) as in effect on the date of the merger, except as provided for in this Merger Agreement, shall continue in full force and effect as the certificate of incorporation of the corporation surviving this merger.

(h) The bylaws of Center Star (NV) as they shall exist on the effective date of this Merger Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(i) The directors and officers of Center Star (NV) shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

Article IV  
Service of Process; Rights of Dissenting Shareholders

Center Star (NV) hereby agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of Center Star (ID), and in any proceeding for the enforcement of the rights of a dissenting shareholder of Center Star (ID). Center Star (NV) irrevocably appoints the secretary of state of the State of Idaho as its agent to accept service of process in any such proceeding. The address to which a copy of the process may be mailed is 57 West 200 South, Suite 310, Salt Lake City, Utah 84101. Center Star (NV) will promptly pay to the dissenting shareholders of Center Star (ID) the amount, if any, to which they shall be entitled under the provisions of Part 13 of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

Article V  
Termination

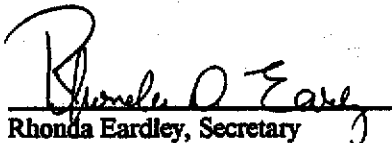
If, at any time prior to the effective date hereof, events or circumstances occur which in the opinion of a majority of the board of directors of either constituent corporation renders it inadvisable to consummate the merger, this Merger Agreement shall not become effective even though previously adopted by the shareholders of the corporation as herein before provided. The filing of the merger documents shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either corporation.

Article VI  
Amendment

The boards of directors of the constituent corporations may amend this Merger Agreement at any time prior to the filing of the Merger Agreement (or a certificate in lieu thereof) with the States of Idaho and Nevada provided that an amendment made subsequent to the adoption of the Merger Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount of any kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, except to correct manifest error as may be permitted by law; (2) alter or change any term of the Certificate or Articles of Incorporation of the surviving corporation to be effected by the merger; or (3) alter or change any of the other terms and conditions of the Merger Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, Center Star Gold Mines, Inc., a Nevada corporation, has caused this Plan and Agreement of Merger to be signed by its president and its secretary in accordance with the requirements of Nevada Revised Statutes, and Center Star Gold Mines, Inc., an Idaho corporation, has caused this Plan and Agreement of Merger to be signed by its president and its secretary in accordance with the requirements of Section 30-1-1107 of the Idaho Business Corporation Act all as of the day and year first above written.

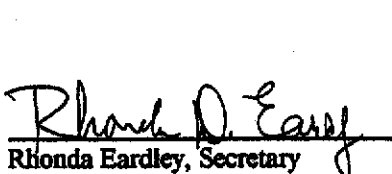
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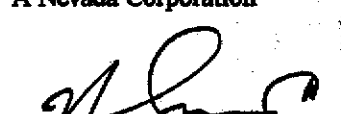
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