

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

SILVER SCOTT MINES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *10th* day of *May* 19 *78*, original articles of amendment, as provided by Section *30-146-147 Idaho Code*
Amendment increasing capital stock value

and that the said articles of amendment contain the statement of facts required by law, and are *will be* recorded on ~~Film~~ *No. microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *10th* day of *May*, A. D., 19 *78*.

Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

SILVER SCOTT MINES, INC.

Pursuant to a resolution passed by the Board of Directors of the Silver Scott Mines, Inc, a special meeting of the Corporation convened at Wallace, Idaho, on April 26, 1978, at 7:00 o'clock p.m. (Pacific Standard Time), said meeting having been duly and regularly called, by proper notice. That at said meeting more than two-thirds (2/3) of the issued and outstanding stock of said Corporation was present in person or by proxy.

Purpose of the meeting was to consider and act upon a proposal to increase the capitalization of the Company from 2,990,000 shares of the par value of 20¢ per share to 4,990,000 shares of par value of 20¢. At said meeting said increase was submitted to the shareholders for their vote.

WHEREAS, it is desired to amend the Articles of Incorporation to increase the capitalization of the Company.

NOTHING HEREIN, BE IT RESOLVED that Article V of the Articles of Incorporation should be stricken.
and insert in lieu thereof as follows:

ARTICLE V

This company shall be capitalized for \$998,00.00. The total authorized stock of this corporation shall be divided into 4,990,000 shares having a par value of 20¢ per share all of which shall be non assessable. Said shares shall be non assessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

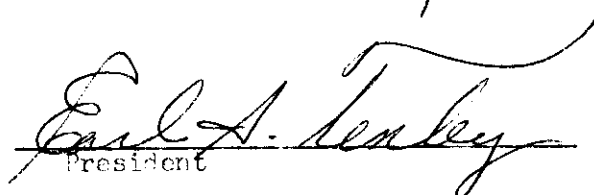
Notwithstanding the provisions of Section 30-120, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or

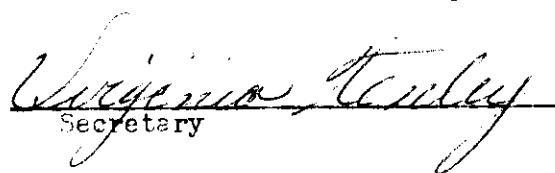
any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation. This corporation shall have the power and may at any time reacquire the whole or any part of its common stock by paying therefor the market value as may be determined from time to time when such right is exercised.

Upon the favorable vote of two thirds of its outstanding stock at a meeting duly called for that purpose said corporation may make its stock assessable under the laws of the State of Idaho.

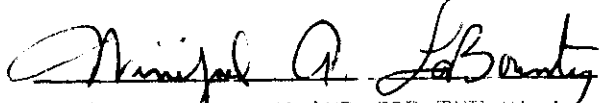
That upon the aforesaid resolution being put to a vote upon motion it was determined that the shareholders having a two-thirds majority of the issued and outstanding stock of the corporation voted in favor of the resolution. The Tellers report which was accepted, showed the vote was 2,133,725 shares in favor of said resolution and 21,100 shares against said resolution. There are presently 2,969,900 shares of stock which are issued and outstanding.

IN WITNESS WHEREOF, said Silver Scott Mines, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by its proper officers duly authorized on this 3 day of May, 1978.


President


Secretary

Subscribed and sworn to before me this 3rd day of May 1978



NOTARY PUBLIC IN AND FOR THE State of Washington
residing in Heavensworth