

FILED EFFECTIVE

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
WESTERN SILVER LEAD CORPORATION**

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article V. is deleted in its entirety and replaced with the following:

Article V.

The total authorized number of shares is 8,000,000 having a par value of \$0.001, or an aggregate par value of \$8,000.

Said authorized shares shall be divided into two classes to be known as "Class A" and "Class B".

Class A shall consist of 4,000,000 shares which shall be fully paid and non-assessable.

Class B shall consist of 4,000,000 shares which shares shall be assessable. Provided, however, that any assessment levied upon Class B shares shall be considered as contribution to capital and shall be repaid from the net profits of the Corporation before any dividends are declared or paid upon either Class A or Class B shares.

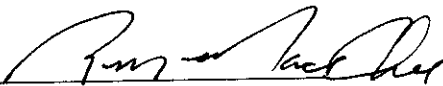
After the repayment of all assessments levied upon the Class B shares, the Class A and Class B shares shall participate equally, share for share, in all dividends thereafter declared and paid.

Article II. Date Amendment Adopted and Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Director and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Western Silver Lead Corporation

By: 

Name:

Title: Secretary

Date: August 11, 2003

IDAHO SECRETARY OF STATE
08/13/2003 05:00
CK: 2849 CT: 172232 DH: 696159
1 @ 30.00 = 30.00 AMEND PROF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 23380