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State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

M & S MINING CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of _____

M & S MINING CO.

duly signed and verified 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 Certificate of Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated August 12, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley D. Hines

Corporation Clerk

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ARTICLES OF DISSOLUTION

OF

M & S MINING CO.

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Pursuant to the applicable provisions of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is M & S MINING CO.

SECOND: A Statement of Intent to Dissolve the corporation was adopted by the directors and shareholders of the Corporation on June 30, 1991 pursuant to the applicable provisions of the Idaho Business Corporation Act.

THIRD: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FOURTH: All remaining property or assets of the corporation has been or will be distributed among its shareholders, in accordance with their respective rights and interests.

FIFTH: There are no suits pending against the corporation in any court in respect of which adequate provisions has been made for the satisfaction of any judgment, order of decree which may be entered against it.

SIXTH: See Appendum for list of Addresses and Officers.

Under penalties of perjury, we declare that these Articles of

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Dissolution have been examined by us and are, to the best of our knowledge and belief, true, correct and complete.

DATED July 17, 1991

M & S MINING CO.

By: Lucille Marshall
Lucille Marshall, President

By: H.B. Spencer
H.B. Spencer, Secretary

STATE OF IDAHO)
:
COUNTY OF CUSTER)

On the 17th day of July, 1991, personally appeared before me Lucille Marshall and being first duly sworn did acknowledge to me that she had executed the foregoing Articles of Dissolution.

[Signature]
Notary Public

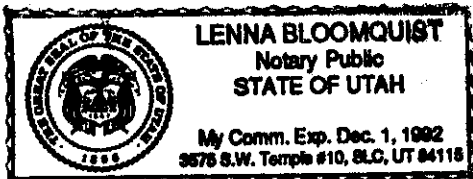
My Commission expires:

10/21/94

Charles
Residing At:

STATE OF Utah)
COUNTY OF Salt Lake)

On the 22 day of July, 1991, personally appeared before me H.B. Spencer and being first duly sworn did acknowledge to me that he had executed the foregoing Articles of Dissolution.



My Commission expires:

Dec. 1, 1992

Lenna Bloomquist
Notary Public

Salt Lake City, Utah
Residing At:

VERIFICATION

The undersigned Secretary of M & S Mining Co. hereby verifies that the foregoing Articles of Dissolution were duly signed by the president and secretary of the corporation under the corporate seal of said corporation and were duly approved and adopted by the shareholders of said corporation by a unanimous vote of the outstanding common stock entitled to vote thereon.

Witness my hand and the seal of said corporation this 22nd day of July, 1991.

H.B. Spencer
H.B. Spencer, Secretary

APPENDUM TO ARTICLES OF DISSOLUTION

Address of Corporation:

1320 East 500 South, #910
Salt Lake City, Utah 84102

Names and Addresses of Officers:

President, Lucille Marshall
P.O. Box 149
Challis, Idaho 83226

Secretary, H. B. Spencer
1320 East 500 South, #910
Salt Lake City, Utah 84102

Vice President, Cora Lee Bricker
P.O. Box 149
Challis, Idaho 83226

Names and Addresses of Directors:

Floyd Marshall
P.O. Box 149
Challis, Idaho 83226

Wayne Bricker
P.O. Box 149
Challis, Idaho 83226

H. B. Spencer
1320 East 500 South, #910
Salt Lake City, Utah 84102