

CERTIFICATE OF AUTHORITY  
OF

NORTH AMERICAN GOLD MINES INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NORTH AMERICAN GOLD MINES INC. for a Certificate of Authority to transact business in this State, 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 Authority to NORTH AMERICAN GOLD MINES INC. to transact business in this State under the name NORTH AMERICAN GOLD MINES INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **March 9, 1987**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is NORTH AMERICAN GOLD MINES INC.

2. The name which it shall use in Idaho is \_\_\_\_\_

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 12, 1986 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company  
Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.  
230 Park Avenue, 32nd Floor, New York, NY 10169

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
The transaction of any or all lawful business for which corporations  
may be incorporated under the Idaho Business Corporation Act.

9. The names and respective addresses of its directors and officers are:

| Name  | Office                    | Address |
|-------|---------------------------|---------|
| _____ | _____                     | _____   |
| _____ | <u>SEE ATTACHED RIDER</u> | _____   |
| _____ | _____                     | _____   |
| _____ | _____                     | _____   |
| _____ | _____                     | _____   |
| _____ | _____                     | _____   |

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 1-29-87

NORTH AMERICAN GOLD MINES INC.

(Corporation Name)

By

Anthony F. Ciali  
Its President/Vice President (please specify)

Anthony F. Ciali

and

Stephen E. Flechner  
Its Secretary/Assistant Secretary (please specify)

STATE OF New York

) Stephen E. Flechner

) ss:

COUNTY OF New York

I, Laura E. Grant, a notary public, do hereby certify that on

this 29th day of January, 1987, personally appeared before

me Anthony F. Ciali, who being by me first duly sworn, declared that (s)he

is the Vice President of NORTH AMERICAN GOLD MINES INC.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

LAURA E. GRANT  
Notary Public, State of New York  
No. 31-4867385  
Qualified in New York County  
Commission Expires August 25, 1988

Laura E. Grant

Notary Public

NORTH AMERICAN GOLD MINES INC.  
OFFICERS AND DIRECTORS

\* \* \* \* \*

| <u>Names</u>        | <u>Titles</u>  | <u>Addresses</u>                            |
|---------------------|--|---|
| William K. Brown    | President and<br>Director  | 230 Park Avenue<br>New York, New York 10169 |
| Anthony F. Ciali    | Vice President,<br>Controller and<br>Director                    | 230 Park Avenue<br>New York, New York 10169 |
| Stephen E. Flechner | Vice President,<br>General Counsel,<br>Secretary and<br>Director | 230 Park Avenue<br>New York, New York 10169 |

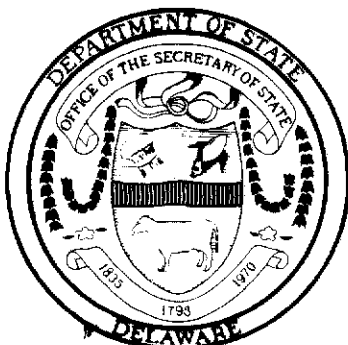


REC.  
SEC.  
37 MAR 8 10 12

## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY NORTH AMERICAN GOLD MINES INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1



727036029

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11108105

DATE: 02/05/1987