



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

DAY MINES, INC.

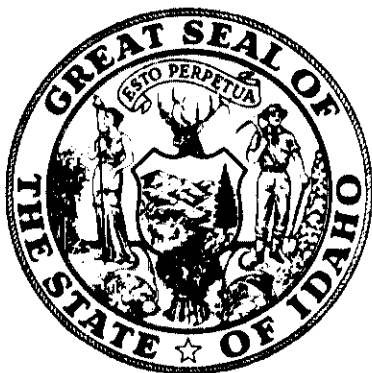
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

DAY MINES, INC.

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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated August 4, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

RESTATED ARTICLES OF INCORPORATION
OF
DAY MINES, INC.

Pursuant to Idaho Business Corporation Act

Day Mines, Inc., a corporation organized and existing under the laws of the State of Idaho, restates, integrates and amends its Articles of Incorporation to read in full as herein set forth.

I.

That the name of this corporation is and shall be DAY MINES, INC.

II.

The purposes for which this corporation is formed are to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

III.

The term for which this corporation is to exist is perpetual.

IV.

The address of the registered office of the corporation is 506-1/2 Cedar Street, P. O. Box 1010, Wallace, Shoshone County, Idaho 83873, and E. G. Kemper is its registered agent at such office.

V.

That the amount of capital stock of this corporation shall be FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided into FIVE MILLION SHARES (5,000,000) of the par value of 10 cents each.

VI.

(a) The capital stock of this corporation shall be common stock, which will be fully paid when issued and nonassessable.

(b) No preemptive right shall exist

(1) to acquire any shares issued to directors, officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of shareholders; or

(2) to acquire any shares sold otherwise than for cash; or

(3) to acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.

(c) The preemptive right shall be only an opportunity to acquire shares or other securities under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

VII.

The name of each incorporator is Tamarack & Custer Consolidated Mining Company, Hercules Mining Co., Sherman Lead Company, Dayrock Mining Co., Monitor Mining Co., King Mining Co., Stanley Mining Co., Duluth Mining Co., Happy Day Mining Company, Ltd., Western Union Mining Company, Crystal Lead Mines Company, Treasure Vault Mining Company, Ltd. Under the terms of Section 29-154 Idaho Code Annotated, 1932, said constituent corporations ceased to exist when their consolidation into Day Mines, Inc. became effective on October 1, 1947.

VIII.

(a) The number of Directors of the corporation shall be designated in the Bylaws of the Corporation and may be changed from time to time by amendment of said Bylaws when and if the Directors determine such change is warranted. In no event, however, shall the number of Directors be less than three (3) nor more than eleven (11).

(b) The names and addresses of the current Board of Directors of this corporation are:

Henry L. Day	P. O. Box 930 Wallace, Idaho 83873
Neal R. Fosseen	Old National Bank Building Spokane, Washington 99201
Piatt Hull	P. O. Box 709 Wallace, Idaho 83873
William M. Calhoun	P. O. Box 1010 Wallace, Idaho 83873
Robert C. Morel	Carretera Internacional 450 Norte, Apartado Postal Num 154 Mazatlan, Sinaloa, Mexico
Jay D. Porter	1215 - 4th Avenue Seattle, Washington 98160
J. H. Salter	1001 - 2246 Bellevue Avenue West Vancouver, B.C. V7V 1C6

IX.

(a) The affirmative vote of the holders of sixty-six and two-thirds percent (66-2/3%) of the outstanding shares of stock of this corporation entitled to vote shall be required:

(i) for the adoption of any plan or agreement for the merger or consolidation of this corporation or a subsidiary of this corporation with or into any other corporation, person or other entity;

(ii) to authorize any sale, lease, exchange or other disposition of all or any material part of the assets of this corporation or any subsidiary of this corporation to or with any other corporation, person or other entity; or

(iii) to authorize any issuance or transfer of securities of this corporation upon conversion of or in exchange for the securities or assets of any other corporation, person or entity,

if (as of the date of any action taken by the Board of Directors with respect to such transaction or as of any record date for the determination of shareholders entitled to notice and to vote with respect thereto or immediately prior to the consummation of such transaction) such other corporation, person or other entity referred to in clause (i), clause (ii) or clause (iii) above is the beneficial owner, directly or indirectly, of more than 10% of any class

of capital stock of this corporation. For the purposes hereof any corporation, person or other entity shall be deemed to be the beneficial owner of any shares of capital stock of this corporation, (x) which it has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, or (y) which are beneficially owned, directly or indirectly (including shares deemed owned through application of clause (x) above), by any other corporation, person or other entity with which it has any agreement, arrangement or understanding with respect to the acquisition, holding, voting or disposition of stock or of any material part of the assets of this corporation or of it, or which is its "affiliate" or "associate" as those terms are defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on January 1, 1980.

(b) Any determination made in good faith by the Board of Directors, on the basis of information at the time available to it, as to whether any corporation, person or other entity is the beneficial owner of more than 10% of any class of capital stock of this corporation, or is an "affiliate" or "associate," as above defined, shall be conclusive and binding for all purposes of this article.

(c) The provisions of subdivision (a) of this Article shall not apply to any transaction if:

(i) the Board of Directors of this corporation shall have approved such transaction prior to the time such other corporation became the beneficial owner of more than 10% of any class of stock of this corporation.

(ii) to any agreement for the merger of any subsidiary of this corporation with this corporation where this corporation shall be the surviving corporation and where the provisions of this Article IX shall not be changed or otherwise affected by or by virtue of the merger.

(d) The affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3 %) of the shares of stock of this corporation entitled to vote shall be required for any amendment or deletion of this Article IX.

X.

Except as provided in Article IX hereof, the majority voting requirements prescribed in the Idaho Business Corporation Act shall apply to this corporation.

XI.

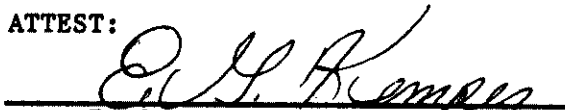
The Board of Directors shall have the power to adopt, alter, amend, or repeal the Bylaws of the corporation.

The foregoing restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

DAY MINES, INC.

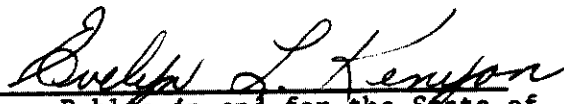

W. M. Calhoun, President

ATTEST:


E. G. Kemper, Secretary

STATE OF IDAHO)
) ss.
County of Shoshone)

I, Evelyn L. Kenyon, Notary Public, do hereby certify that on this 28th day of July, 1980, personally appeared before me W. M. CALHOUN, who, being by me first duly sworn, declared that he is the President of DAY MINES, INC., that he signed the foregoing document as president of the corporation, and the statements therein contained are true.


Notary Public in and for the State of
Idaho, Residing at: Wallace
My Commission expires: October 10, 1980