

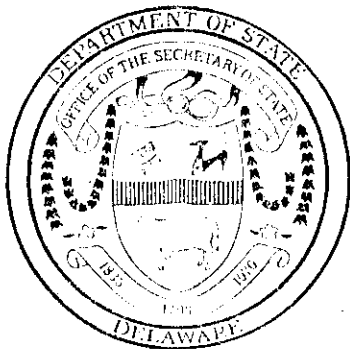
SEP 14 8 30 AM '83
RECEIVED SECRETARY OF STATE



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Ownership _____
filed in this office on _____ February 1, 1983 _____.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: *L. King*

DATE: September 7, 1983

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CoCa Mines Inc.

INTO

CoCa Mines Inc.-Colorado

* * * * *

CoCa Mines Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 27th day of June, 1980, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of CoCa Mines Inc.-Colorado, a corporation incorporated on the 17th day of December 1982, pursuant to the Corporation Code of the State of Colorado.

THIRD: That the directors of CoCa Mines Inc., by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 16th day of December, 1982, determined to merge itself into said CoCa Mines Inc.-Colorado.

RESOLVED, that CoCa Mines Inc. merge, and it hereby does merge itself into said CoCa Mines Inc.-Colorado which assumes all of the obligations of CoCa Mines Inc.

FURTHER RESOLVED, that the merger shall be effective upon filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the terms and conditions of the merger provide that CoCa Mines Inc.-Colorado will acquire all of the assets and liabilities of CoCa Mines Inc., and CoCa Mines Inc.-Colorado will issue one share of its common stock for each of the presently outstanding 1,008,461 shares of the common stock of CoCa Mines Inc.

FURTHER RESOLVED, that the proposed merger shall be submitted to the stockholders of CoCa Mines Inc. at a meeting of such stockholders duly called and held after twenty days' notice of the purpose thereof mailed to the address of each such stockholder as it appears in the record of the corporation; and upon receiving the affirmative vote of the holders of at least a majority of the outstanding stock entitled to vote thereon of CoCa Mines Inc., the merger shall be approved.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directly to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said CoCa Mines Inc.-Colorado, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the Office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereon of CoCa Mines Inc. at a meeting duly called and held.

FIFTH: That CoCa Mines Inc.-Colorado survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CoCa Mines Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code of 1953, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1776 Lincoln Street, Suite 1100, Denver, Colorado 80203 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to CoCa Mines Inc.-Colorado at the above address.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the board of directors of CoCa Mines Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, CoCa Mines Inc., a Delaware corporation, has caused this certificate to be signed by Hugh J. Matheson, its President, and attested by J. Christopher Mitchell, its Secretary, this 31st day of January, 1983.

CoCa Mines Inc.,
a Delaware corporation

By Hugh J. Matheson
Hugh J. Matheson, President

ATTEST:

By J. Christopher Mitchell
J. Christopher Mitchell,
Secretary

STATE OF COLORADO]
] ss.
CITY AND COUNTY OF DENVER]

The foregoing instrument was acknowledged before me this 31st day of January, 1983, by Hugh J. Matheson, as President, and J. Christopher Mitchell, as Secretary of CoCa Mines Inc., a Delaware corporation.

WITNESS my hand and official seal.

My commission expires April 13, 1986.

Notary Public
Address 1100 DENVER CENTER BUILDING
1776 LINCOLN ST.
DENVER, COLORADO 80203