



Department of State.

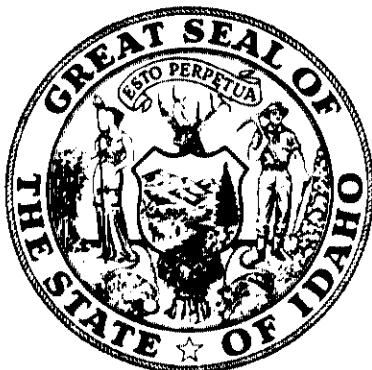
**CERTIFICATE OF REGISTRATION
OF**

GROUSE CREEK PLACER MINING, LTD LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GROUSE CREEK PLACER MINING LTD.
LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to GROUSE CREEK PLACER MINING LTD. LIMITED PARTNERSHIP to transact business in this State under the name GROUSE CREEK PLACER MINING LTD LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated June 29, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Lally J Clark*

'84 JUN 29 AM 10 33

SECRETARY OF

STATE

1. The name of the limited partnership is Grouse Creek Placer Mining, Ltd. ~~State~~ Partnership
2. The name which it shall use in Idaho is Grouse Creek Placer Mining Ltd. Limited Partnership
3. It is organized under the laws of the State Of Texas
4. The date of its formation is Feb. 7, 1983
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 2929 Brairpark #445 Houston, Texas 77042 (713) 953-0014
6. The name and street address of its proposed registered agent in Idaho are Tom Booth
605 Empress Boise, Idaho (208) 377-4767
7. The general character of the business it proposes to transact in Idaho is:
Placer Mining
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

[illegible]**Fee: \$60.00**

8. (Continued)

Name	General or Limited	Address

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated June 28, 1984, 19 .

By Charles Wood

A General Partner

STATE OF Texas)
COUNTY OF Harris) ss:

I, Tom O. Tuffly, a notary public, do hereby certify that on this
28 th day of June, 1984, personally appeared
before me Charles Wood, who being by me first duly sworn,
declared that he is a general partner of Grouse Creek Placer Mining, Ltd. Limited Partnership

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Tom O. Tuffly
Notary Public

TOM O. TUFFLY
Notary Public, State of Texas
My Commission Expires April 30, 1986



JUN 29 AM 10 33

SECRETARY OF
STATE

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of
the State of Texas, HEREBY CERTIFIES that the attached is
a true and correct copy of the following described instruments
on file in this office:

GROUSE CREEK PLACER MINING, LTD.


Certificate of Limited Partnership

February 7, 1983

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be im-
pressed hereon the Seal of State at my office in
the City of Austin this*

28th day of June, A. D. 19 84.




Secretary of State
dem

GROUSE CREEK PLACER MINING, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
In the Office of the
Secretary of State of Texas
FFR 7 1983
Clerk III Y
Corporations Section

1. The name of the Partnership is "GROUSE CREEK PLACER MINING, LTD."
2. The character of the business of the partnership is placer mining.
3. The location of the principal place of business is 3000 Post Oak Boulevard, Suite 1450, Houston, Texas 77056
4. The name and address of the General Partner is as follows:

Neal Marriott
3000 South Post Oak, Suite 1450
Houston, Texas 77056

The name and place of residence of the Limited Partners is as shown in Exhibit "A".

5. The term for which the Partnership is to exist is thirty (30) years unless sooner terminated as in the Partnership Agreement provided.
6. The amount of cash and the agreed upon value and description of the other property contributed by the Limited Partners is as shown in Exhibit "A".
7. The Limited Partners have not agreed to make additional contributions.
8. The share of the profits or the other compensation by way of income which the Limited Partners shall receive by reason of their contribution is as shown in Exhibit "A".
9. General Partner has executed this Certificate for the Limited Partners pursuant to Power of Attorney from the Limited Partners.

GROUSE CREEK PLACER MINING, LTD.

by Neal Marriott
NEAL MARRIOTT, General Partner

SWORN TO THIS 1st day of November, 1982

Marijo Williams
Notary Public, for the State of
T E X A S Marijo Williams

Comm. Expires:
12-4-84

EXCERPT FROM AGREEMENT OF LIMITED PARTNERSHIP

By the execution of this Agreement, each Limited Partner does irrevocably constitute and appoint the General Partner his true and lawful attorney-in-fact and agent to effectuate and to act in his name, place, and stead, in effectuating the purposes of the Partnership, including the execution, acknowledgment, delivery, filing, and recording of a Certificate of Limited Partnership as well as all amendments thereto, all assumed name certificates, documents, bills of sale, assignments, and other instruments of conveyances, leases, contracts, loan documents, and/or counterparts thereof and all other documents which may be required to effect a continuation of the Partnership and which the General Partner deems necessary or reasonably appropriate. The power-of-attorney granted herein shall be deemed to be coupled with an interest and shall survive the death, incompetency, or legal disability of a Limited Partner.

I, NEAL MARRIOTT, General Partner of GROUSE CREEK PLACER MINING, LTD. do hereby certify that the above is a true and correct excerpt from the Agreement of Limited Partnership.

GROUSE CREEK PLACER MINING, LTD.

by Neal Marriott
NEAL MARRIOTT
General Partner

SWORN TO THIS 1st day of November, 1982

Marijo Williams
Marijo Williams, Notary Public in
and for the State of T E X A S

Commission expires
12-4-84

EXHIBIT "A"

GROUSE CREEK PLACER MINING, LTD.

<u>Name and Address</u>	<u>Contribution</u>	<u>Sharing Before Payout</u>	<u>Interest After Payout</u>
Ray C. Ameen, M.D. 8845 Long Point Houston, Texas 77055	\$18,000	.0282857	.025
E. J. Assiter 844 Rutherford Shreveport, Louisiana 71104	18,000	.0282857	.025
Marsha Bone 1221 Sycamore Corsicana, Texas 75110	18,000	.0282857	.025
Clyde M. Bradford 1907 Park Houston, Texas 77018	9,000	.0141428	.0125
Stuart F. Clark P. O. Box 722 Bellaire, Texas 77401	18,000	.0282857	.025
James E. Cook, Jr. M.D. 9320 Westview, Suite 2 Houston, Texas 77055	18,000	.0282857	.025
Joseph Salvador DiLeo, M.D. 9320 Westview, Suite 2 Houston, Texas 77055	18,000	.0282857	.025
Willard F. Dodd 1110 Wood Field Houston, Texas 77073	36,000	.0565715	.05
Dermot J. Durcan, M.D. 103 Hickory Ridge Houston, Texas 77024	36,000	.0565715	.05
John D. Elder, Jr. 3440 One Allen Houston, Texas 77002	18,000	.0282857	.025

<u>Name and Address</u>	<u>Contribution</u>	<u>Sharing Interest Before Payout</u>	<u>After Payout</u>
William C. Estrada 1307 Riverview Circle Houston, Texas 77077	\$27,000	.0424285	.0375
T. A. Flint 10203 South Gessner Houston, Texas 77071	9,000	.0141428	.0125
Byron B. Holt, M.D. 9320 Westview Houston, Texas 77055	63,000	.0990010	.0875
Dale M. Holt 404 John Vernon Lane Eules, Texas 76039	9,000	.0141428	.0125
Charles Jenkins 1738 Palm Upland, California 91786	18,000	.0282857	.025
J. L. Johnstone 18403 Kingstown Ct. Houston, Texas 77058	27,000	.0424285	.0375
Robert H. Mack 11935 So. Durette Houston, Texas 77024	18,000	.0282857	.025
Bob D. Marriott Community Property 1400 E. Arrow Highway Upland, California 91786	18,000	.0282857	.025
Neal B. Marriott 3000 Post Oak Blvd., Suite 1450 Houston, Texas 77056	18,000	.0282857	.025
E. S. Middleton P. O. Box 841 Corsicana, Texas 75110	36,000	.0565715	.05
W. O. Morrow P. O. Box 7156 Houston, Texas 77008	9,000	.0141428	.0125
Seng K. Ooi 1619 Hillendahl Houston, Texas 77055	18,000	.0282857	.025

<u>Name and Address</u>	<u>Contribution</u>	<u>Sharing Before Payout</u>	<u>Interest After Payout</u>
Don Poe 703 Patchester Houston, Texas 77079	\$27,000	.0424285	.0375
Don Poe, Trustee 703 Patchester Houston, Texas 77009	9,000	.0141428	.0125
Robhill, Inc. - Wm. T. Harbour P. O. Box 188 Cypress, Texas 77429	9,000	.0141428	.0125
Terrance Romano 901 Vouray, B Kenner, Louisiana 70062	9,000	.0141428	.0125
Loreana Steakley 1901-B Potomac Houston, Texas 77057	18,000	.0282857	.025
Lawrence W. Szakalun 3007 Riata Lane Houston, Texas 77043	36,000	.0565715	.05
W. R. Williams 5555 Del Monte Dr., Unit 305 Houston, Texas 77056	27,000	.0424285	.0375
Marvin C. Zeid 634 Val Lena Houston, Texas 77024	18,000	.0282857	.025
	<hr/>	<hr/>	<hr/>
	\$630,000	.99	.875

GROUSE CREEK PLACER MINING, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

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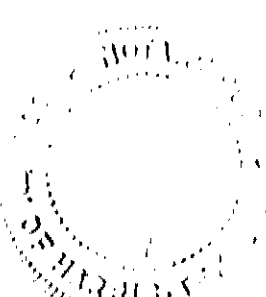
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by Neal Marriott
NEAL MARRIOTT, General Partner

SWORN TO THIS 1st day of November, 1982

Marijo Williams
Notary Public, for the State of
T E X A S Marijo Williams

Comm. Expires:
12-4-84



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General Partner

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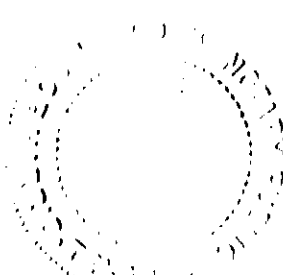


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