

RECEIVED

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

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OF

GREY EAGLE LIMITED PARTNERSHIP
SECRETARY OF
STATE

I, the undersigned, desiring to amend a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho, do hereby certify:

1. The name of the firm under which the partnership is conducted is Grey Eagle Limited Partnership. Said Partnership was formed November 1, 1982. The date of this amendment is December 31, 1982. The Partnership shall continue until December 31, 2032.

2. The business is that of mineral exploration.

3. The location of the principal place of business is at 240 South Cole Rd., Boise, Idaho 83709. Telephone (208) 375-8695.

4. The name and place of residence of the general partner of the partnership is as follows: Big Turtle Mines, Inc., an Idaho Corporation at 240 South Cole Rd., Boise, Idaho 83709.

5. The registered agent for the limited partnership is as follows: Wayne Eskridge, 240 South Cole Rd., Boise, Id 83709.

6. The amount of cash and agreed other property contributed by each limited partnership has been determined by the general partner.

7. The net profits or net losses of the limited partnership shall be divided among or borne by the partners proportionately in the ratio which the number of units owned by each bears to the number of units owned by all of the limited partners.

8. Fractionalization of limited partnership units is prohibited, and a limited partner may assign his interest in the limited partnership only if the general partner consents thereto in writing.

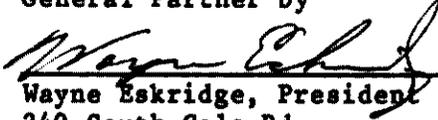
9. No limited partner has the right to demand or receive property other than cash in return for his contribution.

10. The entire limited partnership agreement is contained in the files of Grey Eagle Limited Partnership, 240 South Cole Rd., Boise, Id 83709.

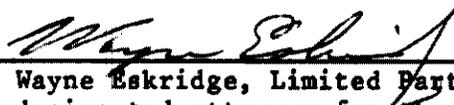
11. The limited partners signatory to this agreement by virtue of the powers vested in the General Partner through a Power of Attorney giving the General Partner the right to sign on behalf of the Limited Partners shall have all rights, duties, and powers thereby as though they had signed the original agreement.

IN WITNESS WHEREOF, I hereunto set my hand 10 day of January, 1983, and thereby certify that the following is the true and complete list of limited partners in the Grey Eagle Limited Partnership as of December 31, 1982 and that this amended certificate is to be effective as of said date.

BIG TURTLE MINE, INC.
General Partner by


Wayne Eskridge, President
240 South Cole Rd.
Boise, Id 83709

GREY EAGLE LIMITED PARTNERSHIP by


Wayne Eskridge, Limited Partner and designated attorney for the limited partners listed hereinbelow.

LIST OF PARTICIPANTS IN GREY EAGLE LIMITED PARTNERSHIP

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
ALPINE ASSAY, INC.	RT4, TWIN FALLS, ID 83301	8,000.00
ANDERSON, JOHN E	2821 QUERCUS, BOISE, ID 83709	1,000.00
BELLMORDAN REALTY CORP	100 RING RD WEST, GARDEN CITY, NY 11530	5,000.00
BIG TURTLE MINES, INC	240 SOUTH COLE, BOISE, ID 83709	10,000.00
BILLS, DEWAYNE A	4701 HILLCREST VIEW BOISE, ID 83705	10,000.00
BRANDING, PAUL	204 SHEFFIELD PL, NASHVILLE, TN 37215	1,000.00
CAFFERTY, DANNY M.	12 N. ORCHARD, BOISE, ID 83709	1,000.00
DACK, RAY B	775 EAST 15 N, MOUNTAIN HOME, ID 83647	1,000.00
DEUBACK, JOHN E	9668 TIMBERLEAF, DALLAS, TX 75243	1,000.00
DOWDLE, WALTER J.	11162 EL SENDERO, SAN ANTONIA, TX 78233	5,000.00
ESKRIDGE, WAYNE	705 LOREEN, BOISE, ID 83709	1,000.00
GIROUX, ALBERT B	10921 WHITEHILL, DETROIT, MI 48224	5,000.00
GOLD, MARK S	145 FOREST DR, SHORT HILLS, NJ 57078	5,000.00
HIDDLESTON, RON	RT 1 BOX 610D, MOUNTAIN HOME, ID 83647	1,000.00
KISEBACK, THEODORE J	7104 STONINGTON DR, ATLANTA, GA 30328	2,000.00
LEMNA, MICHAEL C.	270 S COLE, BOISE, ID 83709	2,000.00
LITTLETREE DEV. CO.	BOX 8897, BOISE, ID 83707	5,000.00
MARCIA, ALFRITZ	BOX 116A, MANVEL, ND 58256	3,000.00
MARGIOTTA, NICHOLAS A	41 MANCHESTER AVE, MARLTON, NJ 08053	1,000.00
MERZ, KARL W.	605 ROOSEVELT RD, REDLANDS, CAL 92373	2,000.00
OLIVER, FREDRIC	58 MAGNOLIA DR, JERICHO, NY 11753	1,000.00
PRATHER, BILLY W	1007 HILDA ST, MORGAN CITY, LA 70380	1,000.00
PRESS, JOSEPH H	6484 54TH AVE N #9A, ST PETERSBURG, FL	2,000.00
RASSIER, PHILLIP J	1801 TENDROY DR., BOISE, ID 83705	1,000.00
ROOD, DONALD W	BOX 336, HOPKINS, MINN 55343	1,000.00
STEIN, BETTE F	SHEPHARDS LANE, SANDS POINT, NY 11050	2,000.00
STEIN, WILLIAM R	4 EAST 89TH ST #4D, NEW YORK, NY 10028	1,000.00
THE NEW GROUP LTD	100 RING ROAD W, GARDEN CITY NY 11530	3,000.00
WACKER, GEORGE W	4 MARK WAY, ANTIOCH, CA 94509	1,000.00
WOLF, DOUGLAS F	6325 BERMUDA DR, BOISE, ID 83707	5,000.00
YATES, JANE F.	RT 1 BOX 149, KINGSLAND, TX 78639	2,000.00
TOTAL CONTRIBUTION BY PARTNERS		90,000.00