



**Department of State.**

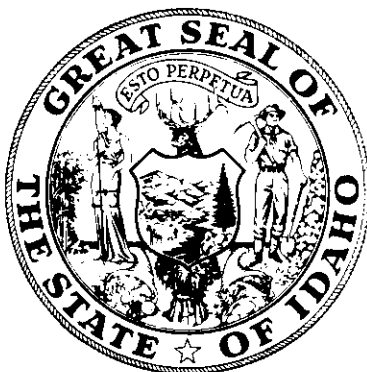
**CERTIFICATE OF WITHDRAWAL  
OF**

ST. JOE GOLD CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ST. JOE GOLD CORPORATION  
\_\_\_\_\_ for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated \_\_\_\_\_ March 6 , 19 89 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

APPLICATION FOR  
CERTIFICATE OF WITHDRAWAL



To the Secretary of State of the State of Idaho:

MAR 6 8 56 AM '89

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

ST. JOE GOLD CORPORATION

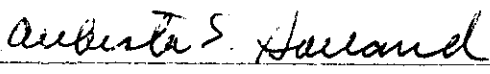
1. The name of the corporation is \_\_\_\_\_  
\_\_\_\_\_. The name which it used in Idaho is \_\_\_\_\_  
ST. JOE GOLD CORPORATION
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is 4600 South  
Ulster Street, Suite 300, Denver, CO 80237
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By   
Douglas D. Foote Vice President  
Its \_\_\_\_\_  
And   
Ellen A. Cerruti Assistant Secretary  
Its \_\_\_\_\_

STATE OF Colorado )  
City and ) ss:  
COUNTY OF Denver )

I, Augusta E. Holland, a notary public, do hereby certify that on this  
21st day of February, 1989, personally appeared  
before me Douglas D. Foote, who being by me first duly sworn,  
declared that he is the Vice President of St. Joe Gold Corporation

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

  
Augusta E. Holland Notary Public  
My commission expires February 18, 1992