

ARTICLES OF AMENDMENT  
OF  
MASCOT SILVER-LEAD MINES, INC.

Pursuant to the provisions of the Idaho Business Corporation Act, Title 30, Chapter 1 Part 10, the following Articles of Amendment are submitted for filing to amend Article I (Name of Corporation), Article III (Capitalization); and Article VIII (Number of Directors) as set forth herein.

AMENDED ARTICLE I

The name of the corporation shall be Mascot Mines, Inc.

AMENDED ARTICLE III

The capitalization of the Company shall be 50,000,000 shares of common stock with par value of \$.001 per share.

AMENDED ARTICLE VIII

The number of directors of said corporation shall not be less than six (6) and no more than ten (10).

The above Amendments were ratified at the Annual Meeting of Shareholders on the 16<sup>th</sup> day of July, 2005. There were 7,667,368 shares outstanding and a total of 3,834,810 (50.147%) voted in person or by proxy as follows:

Amended Article I	100% yes
Amended Article III	95.45% yes (3,660,326 shares)
Amended Article VIII	98.11% yes (3,762,332 shares)

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 25 day of NOVEMBER, 2005.

MASCOT SILVER-LEAD MINES, INC.

By Joseph J. Wallace, Jr.  
Joseph J. Wallace, Jr., President

IDAHO SECRETARY OF STATE  
11/29/2005 05:00  
CK: 27594 CT: 86397 BH: 924218  
1 @ 30.00 = 30.00 AMEND PROF # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

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FILED EFFECTIVE

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SECRETARY OF STATE