

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

FISCHER-WATT GOLD COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FISCHER-WATT GOLD COMPANY, INC. for a Certificate of Authority to transact business in 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 Authority to FISCHER-WATT GOLD COMPANY, INC. to transact business in this State under the name FISCHER-WATT GOLD COMPANY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: November 19, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sherry Davis

APPLICATION FOR CERTIFICATE OF AUTHORITY

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SEC. OF STATE
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Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Fischer-WarrGold Company, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Nevada

4. The date of its incorporation is October 22, 1986 and the period of its duration,
if other than perpetual, is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
340 Freeport Boulevard, Suite 3 Sparks, NV 89431

6. The address to which correspondence should be addressed, if different than item 5, is

7. The street address of its proposed registered office in Idaho is 1410 Cherrywood Drive
Coeur d' Alene, ID 83814, and the name of its proposed
registered agent in Idaho at that address is George Beattie

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
office use for mineral exploration company

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
George Beattie	Director	1410 Cherrywood Drive, Coeur d'Alene, ID 83814
W. Perry Durning	Director	1805 Wedgemere Rd. El Cajon, CA 92020
George Beattie	Chief Executive Officer	1410 Cherrywood Dr., Coeur d'Alene, ID 83814
George Beattie	Vice President	1410 Cherrywood Dr., Coeur d'Alene, ID 83814

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

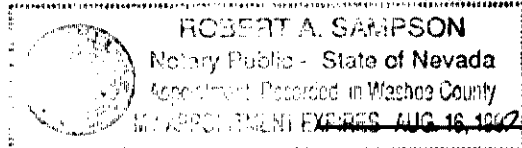
Dated: November 4, 1993

Fischer-Watt Gold Company, Inc.
(Corporation name)
By George Beattie
Its President/Vice President (please specify)
and _____
Its Secretary/Assistant Secretary (please specify)

STATE OF Nevada)
) ss:
COUNTY OF Washoe)

I, Robert A. Sampson, a notary public, do hereby certify that on
this 4th day of November, 19 93, personally appeared before
me George Beattie, who being by me first duly sworn, declared that (s)he
is the Vice President of Fischer-Watt Gold Company, Inc.

that (s)he signed the foregoing documents as CEO and Vice President of the corporation and that
the statements therein contained are true.



Robert A. Sampson
Notary Public

SECRETARY OF STATE

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STATE OF NEVADA

CERTIFICATE OF CORPORATE STATUS

I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **FISCHER-WATT GOLD COMPANY, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, this 2nd day of November, 1993

Secretary of State

By

Deputy