

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

I, GEORGE M. DEMPSEY, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the AMENDMENT to the ARTICLES OF INCORPORATION

of

CALLAHAN MINING CORPORATION

which was filed in the office of the Arizona Corporation Commission on the 9th day of April, 1973, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO

SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 6th DAY OF June A. D. 1973.

George M. Dempsey
BY SECRETARY.

ASSISTANT SECRETARY

AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CALLAHAN MINING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

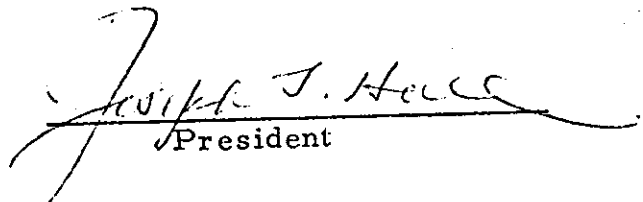
That at an Annual Meeting of the Shareholders of CALLAHAN MINING CORPORATION held at Tucson, Arizona on the 9th day of April, 1973, after due and lawful notice of the time, place and purposes of the meeting, at which meeting a quorum was present or represented by proxy, by the affirmative vote of the holders of record of a majority of the outstanding shares of Capital Stock entitled to vote, a resolution was adopted authorizing the amendments of Article III and Article VII of the Articles of Incorporation of the said CALLAHAN MINING CORPORATION to read as follows:

"ARTICLE III - - - - - The amount of the authorized capital stock of the Corporation is Twenty-Two Million Five Hundred Thousand Dollars, divided into Seven Million Five Hundred Thousand Shares of the par value of Three Dollars each which shall be paid in, at such time or times as the Board of Directors may designate, in money or property received or for labor done, and all shares of the capital stock when issued in

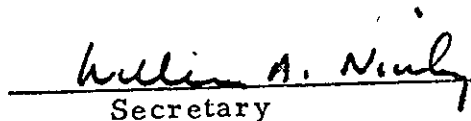
exchange for property received or labor done shall thereupon and thereby become and be fully paid the same as if paid for in money at par and shall be non-assessable forever, and the judgment of the Board of Directors as to the value of any such property received or labor done for which any shares shall be so issued shall be conclusive. None of the shares of capital stock of the Corporation shall carry any pre-emptive or preferential rights of any character with respect to the purchase of securities issued or sold by the Corporation, including, without limitation, additional securities convertible into, or carrying the right to purchase, shares of capital stock."

"ARTICLE VII ----- The highest amount of indebtedness or liability to which the Corporation is at any time to subject itself is Fifteen Million Dollars."

IN WITNESS WHEREOF, the President of said Corporation has hereunto set his hand, attested by the Secretary of the Corporation, this 9th day of April, 1973.


President

ATTEST:


Secretary

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

On this the 9th day of April, 1973, before me, *Paula S. Wright*
the undersigned officer, personally appeared JOSEPH T. HALL, who
acknowledged himself to be the President of CALLAHAN MINING CORPORA-
TION, a corporation, and that he, as such President, being authorized
so to do, executed the foregoing instrument for the purposes therein
contained.

In witness whereof I hereunto set my hand and official seal.

Paula S. Wright

Notary Public

My commission expires:

My Commission Expires October 7, 1975

24349

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

APR 9 1973

At 3:45 P.M. on request of
Bilby, Thompson, Shoenhair & Warnock, P.C.
Address 9th Fl. Valley National Bldg.
Tucson, Arizona 85701
By Kay A. Rogers,
George M. Dempsey, SECRETARY

4504-913 JAN 74- ERI 3-687-69

FILED
COPIES
RECEIVED

State of Arizona
County of Pima
I hereby certify that the within incor-
poration was filed for record as required
by ARIZONA CORPORATION, SHOENHAIR & WARNOCK, P.C.
By *Kay A. Rogers*
I, *George M. Dempsey*, Secretary

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