

State of Idaho

Department of State

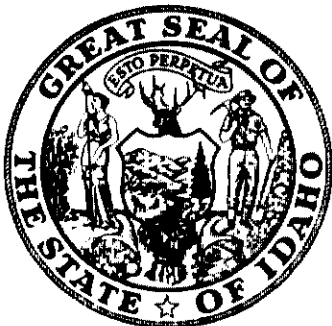
CERTIFICATE OF AMENDMENT OF

GOLDBACK MINES CORPORATION
File Number C 55499

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of GOLDBACK MINES CORPORATION, changing the corporate name to GOLDBACK VENTURES, INC., duly executed 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lucy J. Clark*

MAY 10 1996

STATE OF IDAHO
Corporations Division
Office of the Secretary of State

ARTICLES OF AMENDMENT

Pursuant to Idaho Code §30-1-59 of the Idaho Business Corporation Act, the undersigned corporation hereby submits the following amendments to the corporation's Articles of Incorporation:

1. The name of the corporation is GOLDBACK MINES CORPORATION.
2. The text of each amendment as adopted is as follows:

a.

ARTICLE I.

The corporation name is, and shall be GoldBack Ventures, Inc.

b.

ARTICLE V.

The total authorized stock of this corporation shall be 100,000,000 no par value common shares. The corporation shall also be authorized to issue 10,000,000 preferred shares issued in a series without par value, which shares shall be preferred as to dividends and distribution upon liquidation. Any preferred shares issued in a series will comply with the requirements of Idaho Code §30-1-16. Each share of capital stock with the par value of \$.10 per share outstanding at the time of the date of this amendment to the Articles shall be exchanged for one share of non-par value common. Any preferred shares shall be convertible to common shares at the shareholder's option.

The authorized shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of Idaho Code §30-1-26, the Board of Directors of this corporation shall have power and authority from time to time to authorize the issuance and/or sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

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c.

ARTICLE VI.

The corporate powers of the corporation shall be vested in a Board of Directors of not less than two (2), and no more than seven (7) members, who shall be elected annually by the shareholders and who shall serve until the election and qualification of their successors. No person shall serve as a director of this corporation who is not a shareholder therein. Directors who are to serve for the first corporation year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors, by resolution, shall from time to time fix the number of directors within the limit herein provided.

3. The amendments stated above as ARTICLE I., ARTICLE V., and ARTICLE VI. were adopted by duly approved shareholder action in accordance with the provisions of Idaho Code §30-1-59 at the October 27, 1995 annual meeting of shareholders and at the Special Meeting of Shareholders on February 14, 1996.

4. The number of shares outstanding and entitled to vote on October 27, 1995, was 4,957,414; and the number of shares outstanding and entitled to vote on February 14, 1996, was 4,957,414.

5. The results of the voting at the October 27, 1995, annual meeting of shareholders were as follows regarding amendment 2a:

Changing the corporate name to GoldBack Ventures, Inc.

For - 3,835,516 Against - 1,723

The results of the voting were as follows regarding amendment 2b:

Increasing the authorized capital to 100,000,000 common shares and an unlimited amount of preferred shares issued in a series, exchanging each share of capital stock of the par value of \$.10 per share to one share of no par value common capital stock, and making the preferred stock convertible to common shares at the holder's option.

For - 3,784,884 Against - 52,355

The results of the voting regarding amendment No. 2c were as follows:

Permitting the size of the Board of Directors to be no less than two (2) members and no more than seven (7) members.

For - 3,836,422

Against - 817

The results of the voting at the February 14, 1996, special meeting of shareholders regarding amendments No. 2a, were as follows:

Changing the corporate name to GoldBack Ventures, Inc.

For - 3,805,741

Against - 2,530

The results of the voting regarding amendment No. 2b were as follows:

Increasing the authorized capital to 100,000,000 common shares and an unlimited amount of preferred shares issued in a series, exchanging each share of capital stock of the par value of \$.10 per share to one share of no par value common capital stock, and making the preferred stock convertible to common shares at the holder's option.

For - 3,805,741

Against - 2,530

6. These Articles will be effective upon filing.

DATED Feb 19, 1996.


RICHARD HANSEN, President