

State of Idaho

Department of State

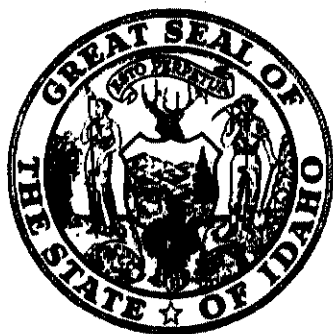
CERTIFICATE OF AUTHORITY OF

PLACER MINING COMPANY

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

Dated: November 1, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sherie DeWine

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(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 PLACER MINING COMPANY

2. The name which it shall use in Idaho is PLACER MINING COMPANY

(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 DELAWARE

4. The date of its incorporation is 10/7/91 and the period of its duration is PERPETUAL

5. The address of its principal office in the state or country under the laws of which it is incorporated is 3422 OLD CAPITOL TRAIL, SUITE 700, Wilmington, DE 19808-6192

6. The address to which correspondence should be addressed, if different from that in item 5. 118 Broadway Street North, Suite 804, Fargo, ND 58102

7. The street address of its proposed registered office in Idaho is Suite 1701, West One Plaza, 101 South Capitol Blvd., PO Box 959, Boise, Idaho 83701-0959, and the name of its proposed registered agent in Idaho at that address is Barton L. Kline

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: GOLD AND PRECIOUS METALS MINING

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

Name	Office	Address
<u>Richard J. Kluzak</u>	<u>President and Director</u>	<u>118 Broadway, Suite 804, Box 2561 Fargo, ND 58108</u>
<u>NO OTHER OFFICERS</u>		

(continued on reverse)

Name

Office

Address

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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10-9-91

PLACER MINING COMPANY

(Corporation Name)

By

Richard J. Kluzak
Its President / ~~Vicki K. Kluzak~~ (please specify)

and NO OTHER OFFICERS

Its Secretary / Assistant Secretary (please specify)

STATE OF North Dakota)

COUNTY OF Cass) ss:

I, Luella M. Smith, a notary public, do hereby certify that on this 9th day of October, 19 91, personally appeared before me Richard J. Kluzak, who being by me first duly sworn, declared that (s)he is the President of Placer Mining Company

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

Luella M. Smith
Notary Public

My Commission Expires 10-10-95

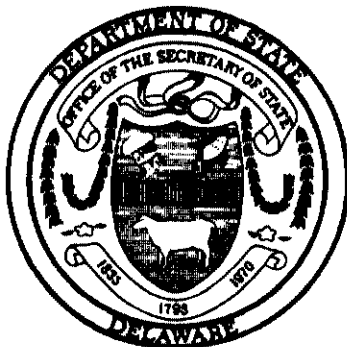
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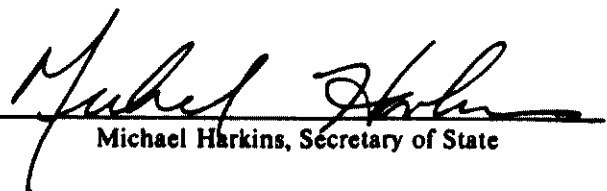
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY PLACER MINING COMPANY IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION:*3205763

DATE: 10/17/1991