

97707

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

HEMLO GOLD MINES (USA) INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HEMLO GOLD MINES (USA) 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 HEMLO GOLD MINES (USA) INC. to transact business in this State under the name HEMLO GOLD MINES (USA) INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 24, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Davis

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 Hemlo Gold Mines (USA) Inc.

2. The name which it shall use in Idaho is Hemlo Gold Mines (USA) Inc.

(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 June 9, 1987 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 c/o The Corporation Trust Company; 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. c/o Noranda Aluminum, Inc.; One Brentwood Commons; Suite 175; 750 Old Hickory Blvd.; Brentwood, Tennessee 37027

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity, including but not limited to the mining of minerals.

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

Name

Office

Address

"See List Attached"

(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: January 18 1992

Hemlo Gold Mines (USA) Inc.

(Corporation Name)

By

I.D. Bayer, Its President / Vice President (please specify)

and

Its Secretary / Assistant Secretary (please specify)

STATE OF Tennessee

K.N. Thompson,

) ss:

COUNTY OF Davidson

)

I, Brenda L. Lankford

, a notary public, do hereby certify that on this 18th day of January, 19 92, personally appeared before

me I.D. Bayer, who being by me first duly sworn, declared that (s)he

is the President of Hemlo Gold Mines (USA) Inc.

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

Brenda L. Lankford

Notary Public

My Commission Expires Nov. 27, 1993

Officers & Directors of

Hemlo Gold Mines (USA) Inc.

I.D. Bayer	President/Director 7/2/91	619 Hillisdale Avenue, E. Toronto, Ontario M4S 1V1
J.J. Baylis	Vice President 2/14/91	54-A Watson Avenue Toronto, Ontario M6S 4E1
K.N. Thompson	Secretary/Director 12/4/90	9 Kingsgarden Road Etobicoke, Ontario M8X 1S7
B.C. Bone	Treasurer 10/23/90	12 Cheval Drive Don Mills, Ontario M3B 1R6
J.F. Minogue	Assistant Treasurer 6/9/87	5010 Regent Drive Brentwood, Tennessee 37027
R.T. Rowe	Assistant Secretary 8/10/89	6324 Waterford Drive Brentwood, Tennessee 37027
A.G. Balogh	Director 2/14/91	355 Balboa Court Oakville, Ontario L6J 6K2

State of Delaware

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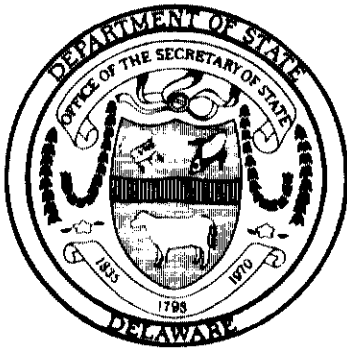
Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY HEMLO GOLD MINES (USA) INC. 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



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Jeffrey D. Lewis

ACTING SECRETARY OF STATE

AUTHENTICATION:

*3315197

DATE:

01/20/1992