

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF ROYAL APEX SILVER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ROYAL APEX SILVER, INC.

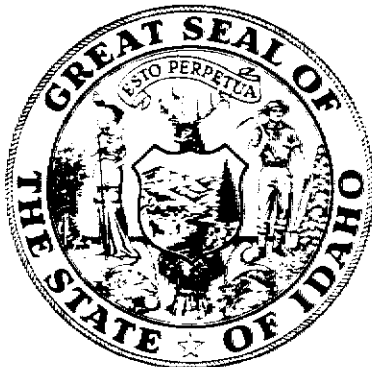
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ROYAL APEX SILVER, INC.

to transact business in this State under the name ROYAL APEX SILVER, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated November 16, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews

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 Royal Apex Silver, Inc.

2. The name which it shall use in Idaho is Royal Apex Silver, 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 Nevada

4. The date of its incorporation is June 17, 1986 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

P. O. Box 1057 Lovelock, Nevada 89419

6. The address to which correspondence should be addressed, if different from that in item 5,

505 Front Avenue, P. O. Box 311, Coeur d'Alene, ID 83814

7. The street address of its proposed registered office in Idaho is 505 Front Avenue

Coeur d'Alene, Idaho 83814

, and the name of its proposed registered agent in Idaho at that address is Dennis E. Wheeler

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To transact any and all business for which corporations may be incorporated under the laws of Idaho.

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

| Name | Office | Address |
|---------------------------|----------------------------|--|
| <u>Justin L. Rice</u> | <u>Chairman/Dir.</u> | <u>505 Front Avenue, Coeur d'Alene, ID 83814</u> |
| <u>Dennis E. Wheeler</u> | <u>President/Dir.</u> | <u>same</u> |
| <u>William E. Smith</u> | <u>Director</u> | <u>same</u> |
| <u>Joseph C. Bennett</u> | <u>Director</u> | <u>same</u> |
| <u>William E. Chatlos</u> | <u>Director</u> | <u>same</u> |
| <u>James A. Sabala</u> | <u>Secretary/Treasurer</u> | <u>same</u> |

(continued on reverse)

Name

Office

Address

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- 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: October 20, 1987

Royal Apex Silver, Inc.

(Corporation Name)

By

Dennis E. Wheeler

Its President Vice President (please specify)

and

James J. ...

Its Secretary Assistant Secretary (please specify)

STATE OF Idaho)

COUNTY OF Kootenai)

) ss:

I, Anne Beck, a notary public, do hereby certify that on this 20th day of October, 19 87, personally appeared before me Dennis E. Wheeler, who being by me first duly sworn, declared that (s)he is the President of Royal Apex Silver, Inc.

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

Anne Beck

Notary Public

STATE OF NEVADA
DEPARTMENT OF STATE

CERTIFICATE OF CORPORATE STATUS

RECEIVED
DEPT. OF STATE

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I, FRANKIE SUE DEL PAPA, the duly elected, qualified and acting Secretary 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 or suspension 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,

ROYAL APEX SILVER, 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 as a subsisting corporation.

IN WITNESS WHEREOF, I have hereunto set my hand

and affixed the Great Seal of the State at my office in

Carson City, Nevada, this... 23RD day of

..... OCTOBER A.D.. 19.. 87.

Frankie Sue Del Papa
Secretary of State

By *[Signature]*
Deputy

