

State of Idaho

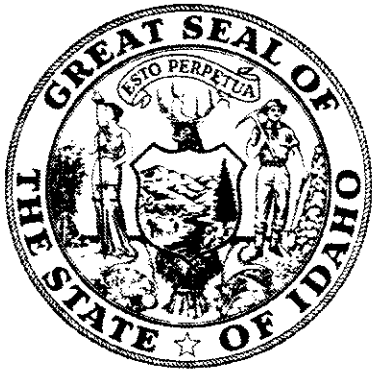
Department of State

CERTIFICATE OF AUTHORITY
OF
AMERICAN CONSOLIDATED GOLDFIELDS, INC.

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

Dated June 19, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Mawkey

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 American Consolidated Goldfields, Inc.

2. The name which it shall use in Idaho is N/A

- (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 May 19, 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 229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 333 Clay Street, Suite 4900, Houston, Texas 77002

7. The street address of its proposed registered office in Idaho is 1 Capital Center, 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Acquiring, exploring and developing mining properties which contain gold.

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

Name	Office	Address	77002
<u>Daniel C. Idzal</u>	<u>Director</u>	<u>333 Clay Street, Suite 4900, Houston, TX</u>	
<u>Peter R. Kirwan-Taylor</u>	<u>Director</u>	<u>645 Madison Avenue, New York, NY 10022</u>	
<u>Richard Pliker</u>	<u>Director</u>	<u>134 Union Boulevard, Suite 600 Lakewood, Colorado 80228</u>	
<u>Montague H. Hackett, Jr.</u>	<u>Director</u>	<u>645 Madison Avenue, New York, NY 10022</u>	
<u>Daniel C. Idzal</u>	<u>Chairman of the Board</u>	<u>645 Madison Avenue, New York, NY 10022</u>	
<u>Richard Pliker</u>	<u>President</u>	<u>134 Union Boulevard, Suite 600 Lakewood, Colorado 80228</u>	

(continued on reverse)

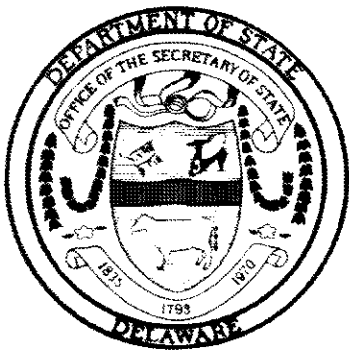
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY AMERICAN CONSOLIDATED GOLDFIELDS, 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.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11243479

DATE: 05/20/1987