

State of Idaho

Department of State

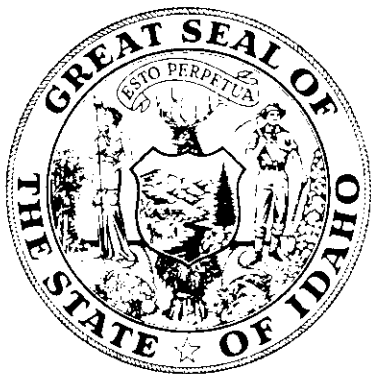
CERTIFICATE OF AMENDMENT OF

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 _____

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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____, 19____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF STATE
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

LIBERTY GEM SILVER MINES, INC.
An Idaho Corporation

Carlton E. Van Gorder and Paul S. Bovey certify that:

1. They are the President and the Vice President and Assistant Secretary, respectively, of LIBERTY GEM SILVER MINES, INC., an Idaho corporation.

2. Article One of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

" The name of this corporation is

WATLING INDUSTRIES, INC."

3. The amendment has been approved by the Board of Directors.

4. The amendment has been approved by the required vote of the shareholders in accordance with Section 30-146 of the Idaho Corporation Code. This corporation has only one class of shares. Each outstanding share is entitled to one vote. The corporation has 1,850,437 shares outstanding and, hence, the total number of shares entitled to vote with respect to the amendment was 1,850,437. The number of shares voting in favor of the amendment exceeded the vote required in that the affirmative vote of a majority, that is, more than fifty percent (50%) of the outstanding shares was required for approval of the amendment and the amendment was approved by the affirmative vote of 1,251,312 shares, or slightly more than sixty seven percent (67%) of the outstanding voting shares. This amendment was adopted on November 21, 1979.

Paul S. Bovey

Carlton E. Van Gorder

Paul S. Bovey, Vice President &
Assistant Secretary

Carlton E. Van Gorder, President

Each of the undersigned declares under penalty of perjury that the matter set forth in the foregoing certificate are true and correct of his own knowledge and that this declaration was executed on November 21, 1979, at Jerome, Idaho.

Paul S. Bovey

Carlton E. Van Gorder

Paul S. Bovey

Carlton E. Van Gorder

STATE OF NEVADA)
) ss
COUNTY OF CLARK)

I, *Shirley A. Ash*, a notary public, do hereby certify that on this 10th day of December, 1979, personally appeared before me Carlton E. Van Gorder, who, being by me first duly sworn, declared that he is the president of WATLING INDUSTRIES, INC., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

