

FILED EFFECTIVE

CERTIFICATE AMENDING ARTICLES OF INCORPORATION OF

GOLDEN EAGLE MINING CO., INC.

2005 SEP 14 PM 12:19

SECRETARY OF STATE
STATE OF IDAHO
CO. INC.

The undersigned, being an Officer and Director of Golden Eagle Mining Co., INC., an Idaho corporation, hereby certifies that this **CERTIFICATE AMENDING ARTICLES OF INCORPORATION** be filed.

The undersigned certifies that the original Articles of Incorporation of Golden Eagle Mining Co., INC. were filed with the Secretary of State of Idaho on the 4th day of November, 1968. The undersigned further certifies that at a meeting of the shareholders of the corporation held on the 6th day of September, 2005, the following amendments to said Articles of Incorporation were approved by a majority of the shareholders of the Company in the manner prescribed by Idaho Corporate Law. The undersigned further certifies that the Articles of Incorporation herein are amended to read as follows:

That the Article titled "V" of the Articles of Incorporation, page 3, is hereby amended to read as follows:

"The amount of authorized capital stock of the corporation is three hundred fifty thousand dollars (\$350,000) of which one hundred thousand dollars (\$100,000) is to be common stock with a par value of one tenth of one cent (\$0.001) equaling one hundred million (100,000,000) common shares, and is non-assessable, and two hundred fifty thousand dollars (\$250,000) is to be preferred stock with a par value of one cent (\$0.01) equaling twenty-five million (25,000,000) preferred shares. The preferred shares shall be designated as to class, series, dividends, preferences, limitations, restrictions on transfer, and other matters as the Board of Directors shall see fit, and such that the relative rights of any such class and series are identical with those of other shares of the same class and series."

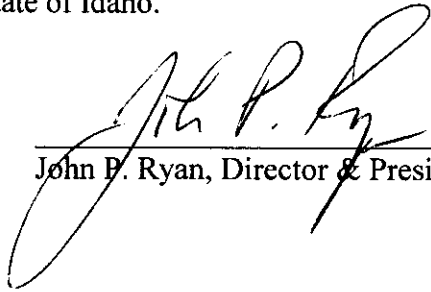
That the Article titled "VI" of the Articles of Incorporation, page 3, is hereby amended to read as follows:

"The stock of the corporation is divided into One Hundred Million (100,000,000) common shares of non-assessable common stock, each share having one vote, and twenty-five million (25,000,000) preferred shares. The preferred shares shall be designated as to class, series, dividends, preferences, limitations, restrictions on transfer, and other matters as the Board of Directors shall see fit, and such that the relative rights of any such class and series are identical with those of other shares of the same class and series."

IDAHO SECRETARY OF STATE
09/14/2005 05:00
CK: 1017 CT: 192287 DH: 911641
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The undersigned hereby certifies that he did on September 13, 2005, execute this Certificate Amending the original Articles of Incorporation heretofore filed with the Secretary of State of Idaho.

A handwritten signature in black ink, appearing to read "John P. Ryan", is written over a horizontal line.

John P. Ryan, Director & President