

LEXINGTON SILVER LEAD MINES, INC.
P. O. BOX 323
VERADALE, WASHINGTON 99037

FILED/EFFECTIVE

May 25, 2001

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SECRETARY OF STATE
STATE OF IDAHO

Ms. Natalie Teninty
IDAHO SECRETARY OF STATE-Commerical Division
700 W. Jefferson
P. O. Box 83720
Boise, ID 83720-0080

Re: Change of Corporate Resignation of Directors and Corp Minutes
Corporate Number #C 22005
Response to Idaho Sec. Letter Dated 5/23/01

Dear Ms. Teninty:

Thank you for your letter dated May 23, 2001 concerning the Change of Management of Lexington Silver Lead Mines, Inc.

Please find attached, the Lexington's Corporate Board Minutes and Resignations for all of the Directors. I have forwarded a copy of your letter to Mr. Mike Branstetter, former Registered Agent and Mr. William Campbell, new President of Lexington Silver Lead Mines, Inc.

Thank you for you assistance.

Sincerely,



P. A. Hatfield
Former President of Lexington Silver Lead Mines, Inc.

cc. Mike Branstetter, Hull, Branstetter, and Simpson, 416 River Street, Wallace, ID 83873
William Campbell, Lexington Silver Lead Mines, Inc, 905 N. Pines Rd, #A, Spokane, WA
99206-4932

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SECRETARY OF STATE
STATE OF IDAHO**LEXINGTON SILVER LEAD MINES, INC.
SPECIAL MEETING OF DIRECTORS
MAY 14, 2001**

A special meeting of Directors was called by Mr. Paul A. Hatfield, President. The purpose being appointing new Directors until a special or annual meeting of shareholders can vote on the new Directors. The meeting took place on May 14, 2000 at 2:10 P. M., PDT, by phone conference.

Participating at the Special Meeting of Directors and were all of the Directors and Officers:

**P. A. HATFIELD, PRESIDENT
S. A. ROBINSON, VICE PRESIDENT
D.M. PRATER, SECRETARY**

Consents to become Directors were submitted by the following candidates, attached, with considerable mining experience were accepted by unanimous vote:

**WILLIAM L. CAMPBELL, JR.
FRED C. HAHN
TRAVIS W. CAMPBELL**

After the appointment of the new Directors, the old Directors, Mr. Hatfield, Mrs. Robinson, and Mrs. Prater resigned from the Board of Directors.

The new mailing address will be:

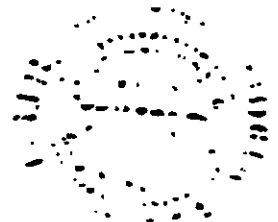
**Lexington Silver Lead Mines, Inc.
c/o William L. Campbell, Jr.
905 N. Pine Road, #A
Spokane, Washington 99206-4932**

By Order of the Board of Directors on May 14, 2001:


P. A. Hatfield, President


S. A. Robinson, Vice President


D. M. Prater, Secretary

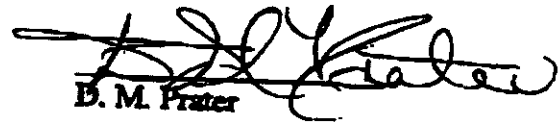


LEXINGTON SILVER LEAD MINES, INC.

Directorship Resignation

I, D. M. Prater, hereby resign as a Director and Officer of Lexington Silver Lead Mines,
Inc.

Yours very truly,


D. M. Prater

Address: P. O. Box 7407
Great Falls, Montana 59406

Date: May 14, 2001

LEXINGTON SILVER LEAD MINES, INC.

Directorship Resignation

I, S. A. Robinson, hereby resign as a Director and Officer of LEXINGTON SILVER
LEAD MINES, INC.,

Yours very truly,


S. A. Robinson

Address: 2212 Wabash Circle
Sparks, Nevada 89434

Date: May 14, 2001

LEXINGTON SILVER LEAD MINES, INC.

Directorship Resignation

I, P. A. Hatfield, hereby resign as a Director and Officer of Lexington Silver Lead Mines,
Inc.

Yours very truly,



P. A. Hatfield

Address: 5005 N. Keller Road
Spokane, Washington 99216

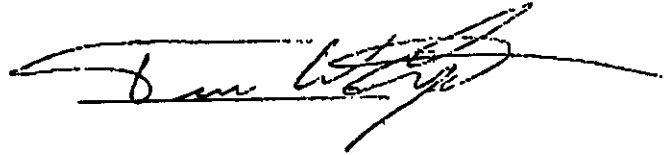
Date: May 14, 2001

LEXINGTON SILVER LEAD MINES, INC.

Directorship Consent

I, Travis W. Campbell, hereby consent to act as a Director of LEXINGTON SILVER LEAD MINES, INC., until the next annual election or until such time I revoke my consent, whichever is later.

Yours very truly,



Address: 905 N. Pines Rd.

Spokane, Washington 99206

Date:

9/10/01

LEXINGTON SILVER LEAD MINES, INC.

Directorship Consent

I, Fred C. Rahn, hereby consent to act as a Director of LEXINGTON SILVER LEAD MINES, INC., until the next annual election or until such time I revoke my consent, whichever is later.

Yours very truly,

Fred C. Rahn

Address: 905 N. Pines Rd.

Spokane, Washington 99206

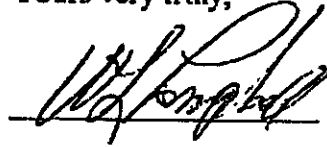
Date: 5/10/01

LEXINGTON SILVER LEAD MINES, INC.

Directorship Consent

I, W.L. Campbell, hereby consent to act as a Director of LEXINGTON SILVER LEAD MINES, INC., until the next annual election or until such time I revoke my consent, whichever is later.

Yours very truly,



Address: 905 N. Pines Rd.

Spokane, Washington 99206

Date: 5/10/01