



CERTIFICATE OF AMENDMENT
OF

GEM STATE SILVER, INC.

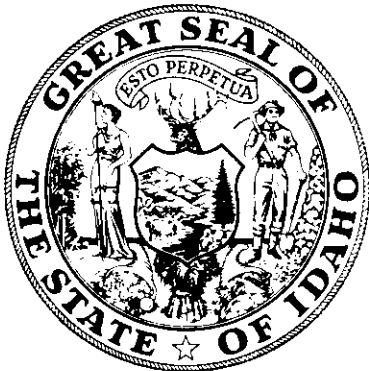
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

GEM STATE SILVER, INC.

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 November 8, 19 82



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GEM STATE SILVER, INC.

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The present name of the corporation is GEM STATE SILVER, INC.

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on the 6th day of October, 1982, in the manner perscribed by the Idaho Business Corporation Act:

That Article V of the Articles of Incorporation be amended to read as follows:

This company shall be capitalized for One Million Two Hundred Thousand Dollars (\$1,200,000.00). The total authorized stock of this corporation shall be divided into twelve million shares, all of which shall be common stock with a par value of \$0.10 per share. Said shares shall be non-assessible and shall all be of the same class and every share of said stock shall be equal in all respects to every other said share.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

The Board of Directors of this corporation shall have the power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued stock or the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation. This corporation shall have the power and may at any time reacquire the whole or any part of its common stock by paying therefore the market value as may be determined from time to time when such right is exercised.

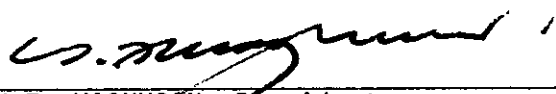
THIRD: The number of shares of a corporation outstanding at the time of such adoption was 9,974,782, and the number of shares entitled to vote thereof was 9,974,782. The number of shares voted for the amendment to the Article V of the Articles of Incorporation was

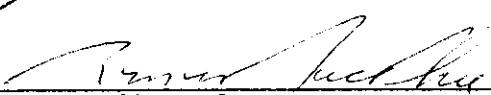
6,550,042 and no shares voted against such amendment.

FOURTH: The manner in which such amendment effects a change in the amount of stated capital is as follows: Previous stated capital: \$1,000,000.00; Stated capital as changed by such amendment: \$1,200,000.00.

IN WITNESS WHEREOF, said GEM STATE SILVER, INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by its proper officers duly authorized on this 27 day of October, 1982.

GEM STATE SILVER, INC.

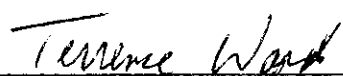

H.F. MAGNUSON, President

ATTEST: 
R.M. MacPhee, Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Shoshone)

I, TERRENCE WARD, a notary public, do hereby certify that on this 29 day of October, 1982, personally appeared before me H.F. MAGNUSON, who, being by me first duly sworn, declared that he is the President of GEM STATE SILVER, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC for State of Idaho
Residing at Wallace, Idaho
My commission expires: 12/84