

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

ALLIED SILVER LEAD COMPANY

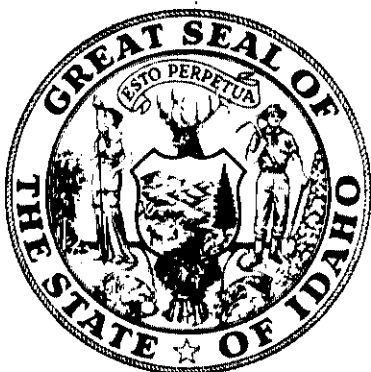
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

ALLIED SILVER LEAD COMPANY

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 September 23, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

Richards

Corporation Clerk

RECEIVED
CERTIFICATE AMENDING SEC. OF STATE
ARTICLES OF INCORPORATION 23 AM 9 00
OF
ALLIED SILVER LEAD COMPANY

We Certify to the Following:

1. A Special Annual Meeting of the shareholders of Allied Silver Lead Company, a corporation organized and existing under the laws of the State of Idaho, maintaining its principal place of business at Mullan, Idaho, was held on the 17th day of October, 1990, at the Company offices in Mullan, Idaho, at 6:00 p.m.
2. Notice of said meeting and its purposes, together with a proxy statement, were given in the time and manner required by law to each shareholder of said Company entitled to vote at said meeting by first class mail, postage prepaid, directed to each of said shareholders at his or her address as shown by the books of the corporation.
3. At the time of said meeting, the capital stock of the Company was \$100,000.00 divided into 5,000,000 shares having a par value of \$.02 per share, of which 4,324,428 shares were issued and outstanding.
4. 2,196,101, or 50.78%, of said shares were represented at said meeting in person or by proxy.
5. Article Second of said Articles of Incorporation of Allied Silver Lead Company was amended to read as follows:

"SECOND: This corporation is formed under the Idaho Business Corporation Act to engage in the general mining business and in each and every phase thereof, and in all other business lawful under said Act necessary or convenient to such general mining business and for such purpose or purposes shall give each and every power, without limitation, granted to corporations by said act." that 2,152,833 shares voted in favor of said amendment, 18,670 shares voted against said amendment and 24,598 shares were withheld.

6. Article Fifth of said Articles of Incorporation of Allied Silver Lead Company was amended to read as follows:

"FIFTH: The number of directors of this corporation shall consist of not less than three (3) directors or such greater number as determined by the by-laws.

Classification of Directors: When the board of directors shall consist of nine (9) or more members, in lieu of electing the whole number of directors annually, the by-laws may provide that the directors be divided into either two (2) or three (3) classes, each class to be as nearly equal in number as possible, the term of office of directors of the first class to expire at the first annual meeting of shareholders after their election, that of the second class to expire at the second annual meeting after

their election, and that of the third class, if any, to expire at the third annual meeting after their election. At each annual meeting after such classification, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting, if there be two (2) classes, or until the third succeeding annual meeting, if there be three (3) classes."

1,989,214 shares voted in favor of said amendment, 67,156 shares voted against said amendment and 5,938 shares were withheld.

7. Article Sixth of said Articles of Incorporation of Allied Silver Lead Company was amended to read as follows:

"SIXTH: The capital stock of this corporation shall be \$500,000.00 divided into 50,000,000 shares of the par value of \$.01 per share, said stock shall be of the same class and each and every share have the same rights and privileges as those enjoyed by each and every other share of said stock."

1,840,206 shares were voted in favor of said amendment, 255,187 shares voted against said amendment and 26,371 shares were withheld.

8. The foregoing amendment to Article Sixth had the effect of increasing the Authorized Capital of Allied Silver Lead Company as follows:

From \$100,000.00 divided into 5,000,000 shares having a par value of \$.02 per share to \$500,000.00 divided into

50,000,000 shares having a par value of \$.01 per share.

The amendment changed the stated value of 4,283,504 shares issued from \$85,670.08 to \$42,835.04.

Dated this 18th day of September, 1991.

ALLIED SILVER LEAD COMPANY

By

Marjorie P. Almquist
Marjorie P. Almquist, President

By

Dorothy McCann
Dorothy McCann, Secretary

STATE OF IDAHO)
) ss.
County of Shoshone)

I, Gail M. Elliott, a Notary Public residing at Mullan, Idaho, do hereby certify that on this 18th day of September, 1991, personally appeared before me Marjorie P. Almquist and Dorothy McCann, who being by me first duly sworn, declared that they were the President and Secretary of Allied Silver Lead Company, that they signed the foregoing document as President and Secretary of said Company, and that the statements therein contained are true.

Gail M. Elliott
Notary Public for Idaho, residing
at Mullan.
My commission expires 9/5/97