

FILED

ARTICLES OF AMENDMENT
TO THE 99 AUG -9 AM 10:15
ARTICLES OF INCORPORATION
OF STATE OF IDAHO
BURKE MINING COMPANY

Pursuant to the provisions of Section 30-1-1001 of the Idaho Business Code, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The present name of the corporation is BURKE MINING COMPANY.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation at the special meeting of the shareholders held on July 14, 1999;

Article V of the Articles of Incorporation of Burke Mining Company was amended to read in its entirety as follows:

"ARTICLE V

This company shall be capitalized for \$3,000,000.00. The total authorized stock of this corporation shall be divided into thirty million shares, all of which shall be common stock with a par value of \$0.10 per share. Said shares shall be non-assessable 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.

IDAHO SECRETARY OF STATE

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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 the corporation outstanding at the time of such adoption was 10,000,000; and the number of shares entitled to vote was 10,000,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
(Inapplicable)	

FIFTH: The number of shares voted for the amendment to Article V was 6,387,128; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

CLASS	NUMBER OF SHARES
(Inapplicable)	

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

(No change)

EIGHTH: The manner in which such amendment offered a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

The amendment to the Article V increased the amount of stated capital by \$2,000,000.00 to \$3,000,000.00.

DATED 29 day of July, 1999.

BURKE MINING COMPANY

By: 
H. F. Magnuson, President

By: 
Dennis O'Brien, Secretary

STATE OF IDAHO)
 : ss.
County of Shoshone)

Dennis O'Brien, being first duly sworn, on oath
deposes and says:

That he is the Secretary of BURKE MINING COMPANY, an
Idaho corporation; that he has read the foregoing
Articles of Amendment, knows the contents thereof and
believes the same to be true; that he is authorized to
execute said instrument and that the seal fixed is the
corporate seal of the corporation.

Dennis O'Brien
Dennis O'Brien, Secretary

SUBSCRIBED AND SWORN to before me this 29th day of July,
1999.

Leresa M. Carlson
Notary Public for Idaho
Residing at: Osburn
Commission Expires: 11/25/2002