

State of Idaho

Department of State

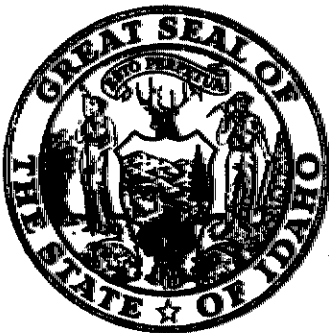
CERTIFICATE OF AMENDMENT OF

CAPITOL SILVER MINES, 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 CAPITOL SILVER MINES, 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.

October 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Larry J. Clark

Corporation Clerk

ARTICLES OF AMENDMENT
OF
CAPITOL SILVER MINES, INC.

Pursuant to the provisions of Section 30-1-61 of the Idaho Code, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

FIRST: The name of the corporation is CAPITOL SILVER MINES, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation at the special meeting of the shareholders held on September 18, 1991;

Article V of the Articles of Incorporation of CAPITOL SILVER MINES, INC. was amended to read in its entirety as follows:

"Article V

The amount of the capital stock of this corporation shall be One Million Dollars (\$1,000,000.00) divided into Ten Million (10,000,000) shares of the par value of Ten Cents (\$.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 of said shares."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 6,000,000; and the number of shares entitled to vote was 6,000,000.

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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 3,280,570; and the number of shares voted against such amendment was 49,675.

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 follow:

(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 \$400,000.00 to \$1,000,000.00.

DATED _____ day of October, 1991.

CAPITOL SILVER MINES, INC.

By: H. F. Magnuson
H. F. Magnuson, President

By: R. M. MacPhee
R.M. MacPhee, Secretary

STATE OF IDAHO)
 : ss.
County of Shoshone)

R.M. MacPHEE, being first duly sworn, on oath deposes and says:

That he is the Secretary of CAPITOL SILVER MINES, INC., 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.

R. M. MacPhee
R.M. MacPhee, Secretary

SUBSCRIBED AND SWORN to before me this 2ND day of October, 1991.

D. C. y h
Notary Public for Idaho
Residing at: PINEBLUFF ST
Commission Expires: 6-19-92