

# *State of Idaho*

## **Department of State**

### CERTIFICATE OF AMENDMENT OF

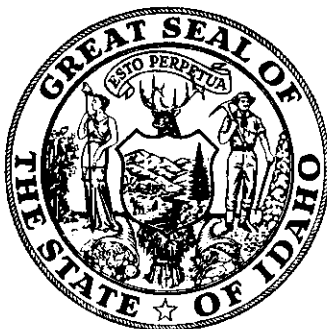
GEM STATE SILVER, INC.

File Number C 35888

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: January 23, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davis*

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SEC. OF STATE  
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ARTICLES OF AMENDMENT  
OF  
GEM STATE SILVER, INC.

IDaho SECRETARY OF STATE  
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EX #030628 CUST# 6160  
CORP  
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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 GEM STATE SILVER, 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 December 21, 1994;

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

ARTICLE V.

This company shall be capitalized for Two Million Dollars (\$2,000,000.00). The total authorized stock of this corporation shall be divided into twenty 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.

The Board of Directors of this corporation shall have 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 11,801,310; and the number of shares entitled to vote was 11,801,310.

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

<b>CLASS</b>	<b>NUMBER OF SHARES</b>
<b>(Inapplicable)</b>	

**FIFTH:** The number of shares voted for the amendment to Article V was 8,058,687; 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:

<b>CLASS</b>	<b>NUMBER OF SHARES</b>
<b>(Inapplicable)</b>	

**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)**

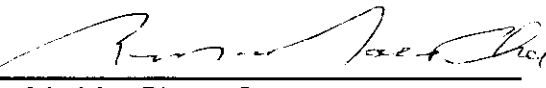
**EIGHTH:** The manner in which such amendment offered a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

The amendment to the Article V increased the amount of stated capital by \$800,000.00 to \$2,000,000.00.

DATED 30 day of December, 1994.

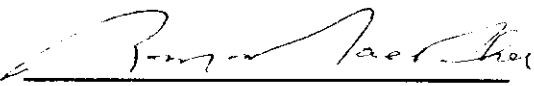
GEM STATE SILVER, INC.

By:   
H. F. MAGNUSON, President


By:   
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 GEM STATE SILVER, 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, Secretary

SUBSCRIBED AND SWORN to before me this 30<sup>TH</sup> day of December, 1994.

  
Notary Public for Idaho  
Residing at: PINEHURST  
Commission Expires: 6-18-97

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