

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

IDORA SILVER MINES, INC.

File Number C 41356

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 IDORA SILVER MINES, INC. duly executed 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: October 21, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

Oct 21 11 18 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION
Of
IDORA SILVER MINES, INC.

IDAHO SECRETARY OF STATE
DATE 10/21/1996 0900 33350

CK #: 2558 CUST# 67328

AMEND PROF

10 30.00= 30.00

#:

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on October 4, 1996 in the manner prescribed by the Idaho Business Corporation Act:

That the last paragraph of Article Fourth of the Articles of Incorporation of Idora Silver Mines, Inc., Page 4, was amended to read as follows:

"ARTICLE FOURTH

That the aggregate number of shares which the corporation shall have the authority to issue is Twenty Million (20,000,000) shares of the par value of One Cent (1¢) per share. The said shares shall be designated "common shares" and shall be non-assessable."

First paragraph items (a) through (m) unchanged.

SECOND: The number of one-class shares of the corporation outstanding at the time of such adoption was 4,466,780 issued and the number of shares entitled to vote thereon was 4,466,780 shares.

THIRD: The number of shares voted for the amendment changing Article Fourth was 2,554,033 shares (57.18%), the number abstaining from voting was 48,500 shares (1.09%) and the number of shares voted against such amendment was zero.

FOURTH: The manner in which such amendment to Article Fourth effects a change in the amount of stated capital and the amount of stated capital as changed by such amendment, are as follows:

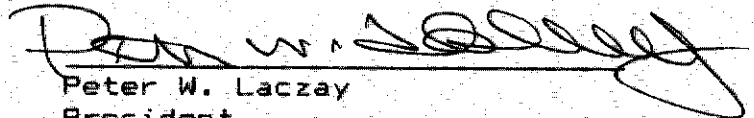
The Five Million (5,000,000) authorized shares at Ten Cent (10¢) par value before amendment were increased to Twenty Million (20,000,000) authorized shares with one cent (1¢) par value.

ARTICLES OF AMENDMENT
IDORA SILVER MINES, INC.
Page 2

As a result, the stated capital of Four Hundred Forty-Six Thousand Six Hundred Seventy Eight (\$446,678) before the amendment is decreased to Forty-Four Thousand Six Hundred Sixty Seven Dollars and Eighty Cents (\$44,667.80) after the amendment.

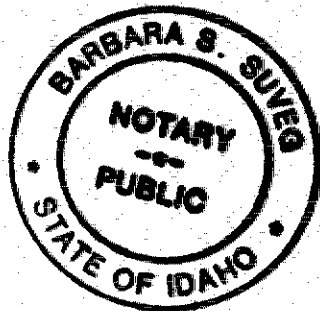
DATED: October 16, 1996

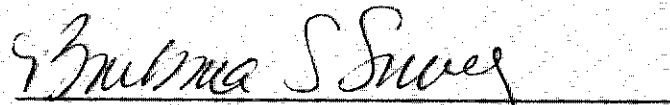
IDORA SILVER MINES, INC.


Peter W. Laczay
President

STATE OF IDAHO)
 ss.
County of Kootenai)

I, Barbara S. Suveg, a Notary Public, do hereby certify that on this 17th day of October, 1996, personally appeared before me PETER W. LACZAY, who being by me first duly sworn, declared that he is the person who signed the foregoing document, was the President, and that the statements contained are true.




Barbara S. Suveg
Residing at: 622 N 7th St.
Coeur d'Alene, ID
My Commission Expires: 03-01-2001

Oct 21 11 18 AM '96
SECRETARY OF STATE
STATE OF IDAHO

IDORA SILVER MINES, INC.
MINUTES OF SPECIAL SHAREHOLDERS MEETING
October 4, 1996
- . -

Pursuant to a Notice duly forwarded to shareholders of Idora Silver Mines, Inc., a special meeting of shareholders was held at 421 Coeur d'Alene Ave., Suite 3, Coeur d'Alene, Idaho, at 10:00 o'clock a.m. (Pacific Daylight Time).

Attending the meeting in person were Barbara S. Suveg Drobnock, Jan Leonard, and Peter W. Laczay.

The meeting was called to order at 10:00 a.m. by President Laczay who acted as chairman of the meeting. Barbara S. Suveg Drobnock, acted as secretary of the meeting. Roll call showed that a total of 2,602,533 shares were represented (<or 58.26% of the 4,466,780 outstanding>), and the meeting begun.

President Laczay reported on recent developments at the companies properties.

The first order of business was the election of a Board of Directors. Jan Leonard moved that the present board consisting of Peter W. Laczay, Jeffrey M. White, and Chester E. Rodell, be re-elected. Peter Laczay seconded the motion which was unanimously carried with 2,602,533 votes.

Next followed the Amendment of Article IV, Section 2 of the Articles of Incorporation. Jan Leonard moved that the authorized shares the company can issue be increased to twenty million (20,000,000) shares and the par value be reduced to one cent (1¢). Peter Laczay seconded the motion. The motion was carried with 2,554,033 shares voting for, 0 shares voting against, and 48,500 shares abstaining.

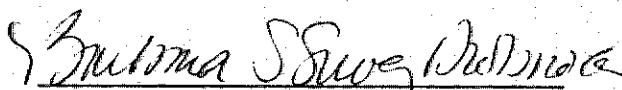
Next a motion was made by Jan Leonard and seconded by Peter Laczay to ratify, confirm and approve all acts, deeds, and things done by and the proceedings of the Directors and Officers of the Company on its behalf since the last Shareholders Meeting, including issuance of stock for services, properties and cash. Upon being put to a vote this motion was unanimously approved.

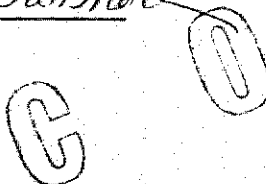
Next a discussion followed, in which President Laczay explained that the increase in capitalization and the lowering of par value was needed to enable the Board to issue restricted shares for paying accounts and raising cash for exploration of the Company's properties and the ability to acquire other properties.

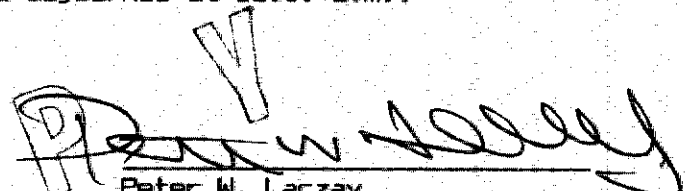
Following a motion made by Jan Leonard seconded by Barbara S. Suveg Drobnock, a motion of appreciation of faithful work performed by Peter Laczay in recent years in Idaho, Nevada and California was voted upon and unanimously approved.

There being no further business, the meeting was adjourned at 11:50 a.m..

Respectfully submitted,


Barbara S. Suveg Drobnock
Secretary of the Meeting




Peter W. Laczay
President