

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SILVER RIVER MINING CO., INC.

FILED

To the Secretary of State of the State of Idaho.

The undersigned Board of Directors of Silver River Ventures, Inc., in order to amend and restate the articles of incorporation, submits the following:

Article 1.

Name: The name of the corporation shall be:
Silver River Ventures, Inc.

Article 2.

Purpose: The purpose of the corporation is to engage in and or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article 3.

Duration: The period of duration of the corporation is perpetual.

Article 4.

Registered Office and Registered Agent: The address of the corporation's registered office in the State of Idaho is 908 Davis St., McCall, Id. 83638. The name of the corporation's registered agent is Jill-Marie Patterson. The Mailing Address of the corporation is Silver River Ventures, Inc., 1408 Westwood Ct., Sandpoint, Id. 83864.

Article 5.

Stock: The aggregate number of shares which the corporation shall have authority to issue is fifty million (50,000,000). Said shares shall consist entirely of one class of common stock with no par value. No distinction shall exist between the shares of corporation and all such shares shall be non-assessable.

IDAHO SECRETARY OF STATE
01/03/2000 09:00
CK: 797 CT: 124696 BH: 277928

1 @ 30.00 = 30.00 AMEND PROF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C74202

IN WITNESS WHEREOF, the parties hereto have executed these
Amended and Restated Articles of Incorporation in
triplicate on this 27 day of December, 1999.

Dale F. Miller
Dale F. Miller

Jeanne B. Miller
Jeanne B. Miller

Roger D. Miller
Roger D. Miller

David A. Miller
David A. Miller

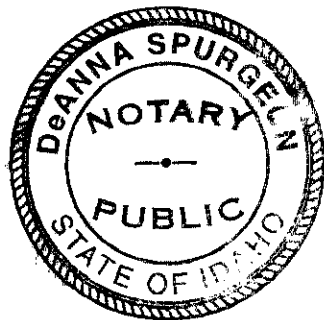
STATE OF Idaho)
COUNTY OF Bonner) ss.

Subscribed and sworn to me this 27 day of December,
1999.

Deanna Spurgeon
NOTARY PUBLIC

Residing at: Sandy Point, Idaho 83864

My Commission Expires: 07/30/2004



CERTIFICATE
ATTACHED TO
· AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SILVER RIVER MINING COMPANY, INC.

To the Secretary of State of the State of Idaho.

In accordance with section 30-1-1007, Idaho Code the following certificate sets forth that:

a. The restatement contains amendments to the articles that require shareholder approval and includes information required by section 30-1-1006, Idaho Code.

b. The restated articles were duly adopted in accordance with section 30-1-1003, Idaho Code and section 30-1-705, Idaho Code.

c. The notice of special shareholders meeting stated that one purpose of the meeting was to consider the proposed restatement and that said notice was accompanied by a copy of the restatement and identified all changes it would make to the articles.

Information required by section 30-1-1006, Idaho Code.

The foregoing amended and restated Articles of Incorporation were duly adopted by the shareholders of the corporation on the 7th day of October, 1999. At the date of the Special Meeting of the Shareholders, the number of shares of the corporation's common stock outstanding and entitled to vote on the foregoing amendments to the Articles of Incorporation was three-hundred twenty-three thousand (323,000).

ARTICLE 1.

A total of 315,000 shares voted **FOR** amendment to Article 1, (representing approximately 97% of the issued and outstanding shares of the corporation), and 0 shares voted **AGAINST** amendment to Article 1.

ARTICLE 2. is unchanged from original articles.

ARTICLE 3. is unchanged from original articles.

ARTICLE 4.

A total of 315,000 shares voted **FOR** amendment to Article 4, (representing approximately 97% of the issued and outstanding shares of the corporation), and 0 shares voted **AGAINST** amendment to Article 4.

ARTICLE 5.

A total of 315,000 shares voted **FOR** amendment to Article 5, (representing approximately 97% of the issued and outstanding shares of the corporation), and 0 shares voted **AGAINST** amendment to Article 5.

ADDITIONALLY the shareholders voted 315,000 shares **FOR** and 0 shares **AGAINST** the proposal to eliminate articles 6 through 16, inclusive, from the original articles of incorporation.

DATED this 27 day of December, 1999.

The undersigned President of the Corporation hereby declares that the foregoing true and correct to the best of his knowledge and belief.



DALE F. MILLER, President
Silver River Ventures, Inc.

STATE OF Idaho)
COUNTY OF Bonner) ss:

On this 27 day of December 1999, before me, the undersigned, a Notary Public, in and for said State, personally appeared DALE F. MILLER who first being duly sworn, did each hereby affirm that he is the President of Silver River Ventures, Inc., an Idaho Corporation, and that he did execute the foregoing Amended and Restated Articles of Incorporation on behalf of said Corporation and that such instrument was executed pursuant to a resolution of

the Board of Directors and ratified by more than a 50% majority of the issued and outstanding shares of the Corporation's common stock.

Deanna Spurgeon
Notary Public in and for the
State of Idaho.

Residing at: Sandyport, Idaho 83864

My Commission Expires: 07/30/2004.

