

FILED ELECTIVE

WESTERN SILVER-LEAD CORPORATION

Articles of Merger 2003 SEP 25 PM 12:48

(1) These Articles of Merger are for the merger of Western Silver-Lead Corporation, an Idaho corporation (the "Idaho Corporation"), with and into its wholly-owned subsidiary, Western Silver-Lead Corporation, a Florida corporation (the "Florida Corporation"). The merger is pursuant to Title 30, Chapter 1, Part 11, Sections 1101-1107 of the Idaho Statutes. The purpose of the merger is to change the domicile of the Idaho Corporation to become a Florida corporation, which Florida Corporation shall be the surviving corporation. This merger and change in domicile was approved by the majority vote of the shareholders of the Idaho Corporation at a special meeting of shareholders duly called and held on August 16, 2002, at which meeting a quorum was present.

(2) The board of directors of the Idaho Corporation approved the merger on November 1, 2001. The plan of merger sets forth the following:

(a) The name of the parent corporation is Western Silver-Lead Corporation, the Idaho Corporation, and the name of the wholly-owned subsidiary is Western Silver-Lead Corporation, the Florida Corporation;

(b) Each shareholder of the Idaho Corporation's class A common stock, par value \$0.001, shall receive one share of common stock, par value \$0.001, of the Florida Corporation. Each shareholder of the Idaho Corporation's class B common stock, par value \$0.001, shall receive one share of class B common stock, par value \$0.001 of the Florida Corporation. Each certificate evidencing the issued and outstanding common stock of the Idaho Corporation will represent an equal number of shares of common stock of the Florida Corporation and need not be surrendered for cancellation and reissuance. The Florida Corporation, as the surviving corporation, shall assume all obligations of the Idaho Corporation upon the filing of these Article of Merger.

(3) The change in domicile from Idaho to Florida was approved by the majority vote of the Idaho Corporation's shareholders at a special meeting of shareholders of Western Silver-Lead Corporation, the Idaho Corporation, duly held on August 16, 2002, pursuant to the order of the District Court, First Judicial District, State of Idaho, in and for the County of Shoshone. All shareholders of the Idaho Corporation were mailed the plan of merger setting forth the terms of the merger of the Idaho Corporation into its wholly-owned subsidiary, the Florida Corporation.

Dated: September 23, 2003
Signature: Richard Rubin
Type Name: Richard Rubin
Capacity: Secretary and Director
Western Silver-Lead Corporation
Idaho Corporation

Dated: September 23, 2003
Signature: Ivo Heiden
Type Name: Ivo Heiden
Capacity: Vice President and Director
Western Silver-Lead Corporation
Florida Corporation

IDAHO SECRETARY OF STATE
09/25/2003 05:00
CK: 119 CT: 173197 BH: 783489
1 @ 30.00 = 30.00 MERGER # 2

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