

Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

MASCOT SILVER-LEAD MINES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **28th** day of **April** 19**75**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code, Amendment increasing the authorized capital stock to \$800,000.00.**

and that the said articles of amendment contain the statement of facts required by law, and are **to be** recorded on **film/microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **April**, A. D., 19 **75**.

Secretary of State

ARTICLES OF AMENDMENT AS SHOWN BY
CERTIFIED COPY OF RESOLUTION PASSED AT
SPECIAL ANNUAL MEETING OF STOCKHOLDERS OF
MASCOT SILVER-LEAD MINES, INC.

held on the 12th day of February, 1975, at the hour of 10:00 A.M. (P. S. T.),
at 110 South Division Street, Kellogg, County of Shoshone, State of Idaho

Whereupon Ronald Eggart presented the following Resolution:

R E S O L U T I O N

BE IT RESOLVED that Article III of the Articles of Incorporation
of Mascot Silver-Lead Mines, Inc. as amended, which reads as follows:

"The amount of capital stock shall be \$400,000 to consist
of 4,000,000 shares of common non-assessable stock of the par
value of 10¢ per share, "

shall be amended to read as follows:

"ARTICLE III

The amount of capital stock shall be \$800,000 to consist
of 8,000,000 shares of common non-assessable stock of the par
value of ten cents (\$0.10) per share. "

Ronald Eggart moved the adoption of the foregoing Resolution, which
motion was seconded by M. C. Brown and was carried by the following vote:

Voting <u>for</u>	2,686,606 shares
Voting <u>against</u>	71,374 shares
No vote	500 shares

The chairman then announced that since 2,666,667 votes were needed
to carry the above Resolution, that the Resolution was approved.

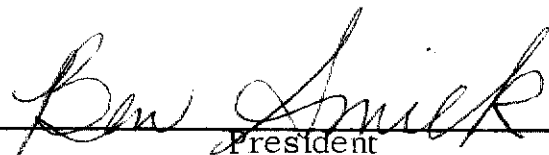
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CERTIFICATE


We, the undersigned, President and Secretary-Treasurer, respectively,
of MASCOT SILVER-LEAD MINES, INC., an Idaho corporation, do hereby

certify that the foregoing is a full, true and complete copy of the Resolution amending Article III, as amended, of the Articles of Incorporation, which Resolution was unanimously adopted as aforesaid by a vote of the holders of more than two-thirds of the voting power of all shareholders at Special Annual Meeting of Stockholders of Mascot Silver-Lead Mines, Inc. held pursuant to due notice, at 110 South Division Street, Kellogg, County of Shoshone, State of Idaho, on Wednesday, February 12, 1975, at the hour of 10:00 A.M. (P. S. T.).

IN WITNESS WHEREOF, We have hereunto set our hands and affixed the official Corporate Seal of this Corporation this 25 day of April, 1975.


President

ATTEST:


Secretary-Treasurer

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STATE OF WASHINGTON)
 : ss.
County of Spokane)

On this 25 day of April, 1975, before me, the undersigned, a Notary Public in and for the State of Washington, personally appeared BEN SMICK, known to me to be the President of MASCOT SILVER-LEAD MINES, INC., the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Phyllis A. Zappone

Notary Public for the State of Washington
Residing at Spokane, Washington

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STATE OF IDAHO)
 : ss.
County of Shoshone)

On this 24 day of April, 1975, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared RONALD E. EGGART, known to me to be the Secretary-Treasurer of MASCOT SILVER-LEAD MINES, INC., the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Phyllis J. Holtz
Notary Public for the State of Idaho
Residing at Kellogg, Idaho