

State of Idaho

Department of State

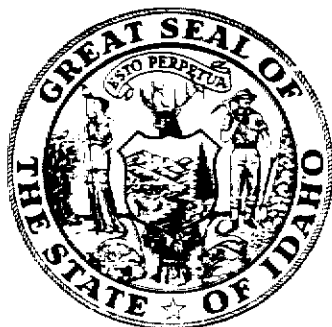
CERTIFICATE OF AUTHORITY OF

MINORCO (USA) METALS COMPANY
File number C 125552

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, 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 Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: September 8, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Christine K. Hunt*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Minorco (USA) Metals Company
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 8/31/98
5. The address of its principal office is 5251 DTC Parkway, Suite 700, Englewood, Colorado 80111
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>John J. Ellis</u>	<u>Director, President and Chief Executive Officer</u>	<u>5251 DTC Parkway, Suite 700, Englewood, Colorado 80111</u>
<u>Donald J. Birak</u>	<u>Vice President and Director</u>	<u>5251 DTC Parkway, Suite 700, Englewood, Colorado 80111</u>
<u>Robert W. Micsak</u>	<u>Director, Vice President and Secretary</u>	<u>5251 DTC Parkway, Suite 700, Englewood, Colorado 80111</u>
<u>Andrew B. Adams</u>	<u>Vice President and Treasurer</u>	<u>5251 DTC Parkway, Suite 700, Englewood, Colorado 80111</u>

Dated: 8-3-98

Minorco (USA) Metals Company
(Corporation name)

By _____

Robert W. Micsak

Its _____

Vice President

(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(If using pre-paid account)

89/0011990-09100
CK: 423612 CT: 103664 IN: 143065

1 @ 100.00 = 100.00 AUTH PRO

C 125552

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Office of the Secretary of State

98 SEP -8 AM 10:27
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MINORCO (USA) METALS COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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981340610

AUTHENTICATION:

9280524

DATE:

09-01-98