1 485



CERTIFICATE OF AMENDMENT OF

WESTCHESTER MINING CORPORATION

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that

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	WESTCHESTER MINING CORPOR	NOITA
duly signed	ed and verified pursuant to the provisions of the Idaho	Business Corporation Act, have

duplicate originals of Articles of Amendment to the Articles of Incorporation of

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 ______ July 2 ______91___

been received in this office and are found to conform to law.



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SECRETARY OF STATE

Corporation Clerk

SEC. OF SIMILE
91 JUN 10 AM 8 50

ARTICLES OF AMENDMENT

TO

Westchester Mining Corporation

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At a meeting of the Stockholders held May 29, 1991, Article VIII of the original Articles of Incorporation was changed to read as follows:

ONE CLASS OF STOCK

VIII

There shall be one class of voting common stock. The maximum number of shares of stock which the corporation shall have authority to issue shall be Ten million (10,000,000) shares of common stock having no par value. Each share of common stock shall have the same rights, privileges and voting powers, with preemptive rights as any other issued shares; and the same when paid for shall be fully paid and non-assessable.

The number of authorized shares provided in the original Articles of Incorporation was five thousand (5,000) shares with one (1) share outstanding and eligible to vote. The vote for this amendment was one (1) vote for and no (0) vote opposed (passed and approved unanimously).

Seal:

Richard Pliler,

Executive Vice President

Attest:

Laura L. Jensen

Secretary

STATE OF Colorado

) SS

COUNTY OF Jefferson)

Before me a Notary Public in and for the county and state set forth above appeared Richard Pliler Known or proved to me to be the same who subscribed to the within instrument as Executive Vice President of Westchester Mining Corporation and subscriber and swore to me that the matters therein are true and correct and that the subscription there of was freely given.

[Seal]

In witness whereof I have caused my hand and seal to be affixed hereto this 31st day of May , 1991.

Wm. R. Stroble

Notary residing in Lakewood, Colorado

My commission expires: 6-24-94