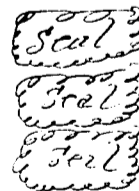


Certificate of Incorporation
of the
Geddes and Bertrand Mill
and Mining Company

Know all men by these presents: That we the undersigned have this day associated ourselves together for the purpose of incorporating under the laws of the State of California a Corporation to be known by the Corporate name of the Geddes and Bertrand Mill and Mining Company. And we hereby certify that the objects for which this Corporation is formed are for the purposes of Milling and Mining on those certain veins or lodes known as the Bertrand Mine No 1 and the Bertrand Mine No 3 Commonly called the Calico Mine, The Geddes Mine No 3 and 4 and the Secret Valley Mine together with Wood-lands water privileges, &c in Eureka District State of Nevada. That the Capital stock of this Corporation shall be Four Million (4,000,000) Dollars, divided into Forty Thousand (40,000) Shares of the par value of One Hundred (100) Dollars each. That the Term of its existence shall be Fifty (50) Years from and after the date of this Certificate. That the number of its Trustees shall be five (5) and that the names of those who shall be Trustees and manage its affairs during the first three months and until their successors are elected are Louis Bertrand Samuel Geddes, S. W. Lee M. E. Hilliard and E. A. Furg. That its principal place of business shall be in San Francisco.

In Witness Whereof we have hereunto set our hands and seals this Fifteenth day of May A. D. 1872.

Samuel Geddes
Louis Bertrand
S. W. Lee

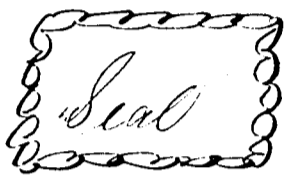


State of California
City and County of San Francisco } ss.

On this Fifteenth day of May A. D. one thousand eight hundred and Seventy 2 before me Parker Crittenden a Notary Public in and for the said City and County, and residing therein duly Commissioned and sworn personally appeared the within named Samuel Geddes Louis

Beitrand and J M Lee whose names are subscribed to the annexed Instrument as parties thereto personally known to me to be the individuals described in and who executed the said annexed Instrument and they severally and duly acknowledged to me that they severally executed the same freely and voluntarily and for the uses and purposes therein mentioned.

In Witness Whereof I have hereunto set my hand and affixed my Official Seal at my Office in said City and County of San Francisco the day and year in this Certificate last above written.

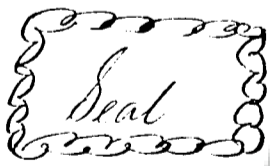


Parker Crittenden
Notary Public.

Office of the County Clerk
of the City and County of San Francisco

I William Harney County Clerk of the City and County of San Francisco State of California and Clerk of the County Court thereof do hereby certify the foregoing to be a full true and correct copy of the Certificate of Incorporation of the Beedes and Bertrand Mill and Mining Company, filed in my office on the 15th day of May A.D. 1872.

In Witness my hand and the seal of said Court this 15th day of May A.D. 1872.



William Harney Clerk
By Thos. Pennington Deputy Clerk

State of California
City and County of San Francisco

We the undersigned hereby certify that Samuel Beedes is President and Joseph P. Morse is Secretary of the Beedes & Bertrand Mill and Mining Company a Corporation duly organized under the laws of the State of California and they and each of them certify that the within is a properly authenticated copy of the Certificate of Incorporation of said Company and that the same is genuine. And we

further certify that Samuel Geddes Louis Bertrand
S W Lee W C Hilliard and C. A. Fargo compose
the Board of Trustees of the Geddes and Bertrand
Mill and Mining Company.

San Francisco May 17th 1842

Samuel Geddes, President
Geddes and Bertrand Mill and Mining Company.
Jos P Stourse Secretary,
Geddes and Bertrand Mill and Mining Company.

Indorsed. "Filed May 18th 1842 at 4 P.M."

H. J. Bidleman
Recorder"

State of Nevada of
County of Lander J. S. S.

J. J. F. Roberts County Recorder
in and for said County do hereby certify the
foregoing to be a full true and correct copy
of the original thereof which is now on file
in my office.

Witness my hand and official
Seal this 10th day of December
A.D. 1843.

J. J. F. Roberts
Recorder

County Recorder
Seal
Lander County

Filed and recorded at the request of Geddes and
Bertrand December 13th 1843 at 30 minutes past 10
O'clock A.M.

Samuel Bell
Recorder