



**State
of
California**
OFFICE OF THE SECRETARY OF STATE

I, **MARCH FONG EU**, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV 2 1987



March Fong Eu

Secretary of State



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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
In the office of the Secretary of State
of the State of California

OCT 1 1987

Wrench For Ee
MARCH 1988 JU, Secretary of State

C. E. McFARLAND and C. E. CLONCH certify that:

1. They are the president and the secretary, respectively, of
PLACER U.S. INC.

2. Article I of the articles of incorporation of this corporation
is amended to read as follows:

"The name of this corporation is PLACER DOME U.S. INC."

3. The foregoing amendment of articles of incorporation has been
duly approved by the required vote of shareholders in accordance with
Section 902 of the Corporations Code. The total number of outstanding
common shares entitled to vote with respect to the foregoing amendment
was 220,000. The number of shares voting in favor of the amendment
equaled or exceeded the vote required. The percentage vote required was
more than 50%. Shares voting in favor of the amendment was 220,000.

4. The foregoing amendment has been duly approved by the board of
directors.

We further declare under penalty of perjury under the laws of
the State of California that the matters set forth in this certificate
are true and correct of our own knowledge.

Date: September 2, 1987.

C. E. McFarland
C. E. McFarland

C. E. Clonch
C. E. Clonch

RECORDED AT THE REQUEST OF
Placer U.S. Inc.
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OFFICIAL RECORDS
FURBER COUNTY, NEVADA
FILE NO. 113726
FEE \$ 6.00

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