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FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
JUL 08 1987
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FILING FEE: \$50.00
BY: C Y CORPORATION SYSTEM
PAGE 1
1700 BROADWAY
DENVER, CO. 80202

State of Colorado



Office of Secretary of State

I, MICHAEL MARAINS, SECRETARY OF STATE OF THE STATE OF
COLORADO DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER OF "CANAM GOLD CORPORATION" AND
"CR EXPLORATION COMPANY" MERGING WITH AND INTO "ECHO DAY
EXPLORATION INC." UNDER THE NAME OF "ECHO DAY EXPLORATION INC."
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF
MAY, A.D. 1987, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1



737142047

Michael Marains
Michael Marains, Secretary of State
11247075
AUTHENTICATION:
DATE: 05/22/1987

BOOK 178 PAGE 279

CONSTITUENTS OF MERGER
OF
CR EXPLORATION COMPANY
(a Delaware corporation)
AND
CASHA GOLD CORPORATION
(a Delaware corporation)
AND
ECHO BAY EXPLORATION INC.
(A Delaware corporation)

A Merger
Pursuant to Section 251 of
the General Corporation Law
of Delaware

CR Exploration Company, a corporation formed under the laws of the State of Delaware ("CR Exploration"), Casha Gold Corporation, a corporation formed under the laws of the State of Delaware ("Casha Gold"), and Echo Bay Exploration Inc., a corporation formed under the laws of the State of Delaware ("Echo Bay Exploration") (together, "Constituent Corporations"), desire to merge pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, with Echo Bay Exploration as the surviving corporation, and therefore Echo Bay Exploration certifies as follows:

FIRST: The name and state of incorporation of each of the Constituent Corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
CR Exploration Company	Delaware
Casha Gold Corporation	Delaware
Echo Bay Exploration Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of April 1, 1987 (the "Merger Agreement") among CR Exploration, Casha Gold and Echo Bay Exploration, setting forth the terms and conditions of the merger has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with applicable law;

THIRD: The name of the surviving corporation will be "Echo Bay Exploration Inc."

FOURTH: The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Echo

Bay Exploration as filed with the Secretary of State of the State of Delaware on July 2, 1984, except that ARTICLE FIFTH thereof is amended by the Merger Agreement, which ARTICLE FIFTH, as amended, is set out in its entirety below:

"FIFTH: the total number of shares which the corporation shall have authority to issue is 3,000 shares of Common Stock, \$.01 per value per share."

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation at 755 Gray Street, Sparks, Nevada 84931.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholders of any Constituent Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this ___ day of April, 1987.

ECMO BAY EXPLORATION, INC.
a Delaware corporation

By: [Signature], President

ATTEST:

By: [Signature] Secretary

OFFICE OF THE SECRETARY OF STATE
STATE OF ALABAMA

NOTE: Foreign corporations desiring to do business in Alabama must first obtain a Certificate of Filing of any charter document of incorporation of a foreign corporation qualified to do business in Alabama.

Name of Corporation: Edna Bay Exploration Inc.

Incorporated under the laws of the state of Delaware

Is authorized to do business in Alabama: Yes

1. Filing address of corporation in state of incorporation: c/o The Corporation Trust Company 1209 Orange St., Wilmington, Delaware 19801

2. Date of filing of supplementary document: May 22, 1957

3. Document filed for the purpose of: Merger of Company with Edna Bay Exploration Company and Can Am Corporation, both Delaware companies into Edna Bay Exploration, Inc.

(Indicate any increase or decrease of authorized capital stock, change of name or change in general purposes).

Please submit with original certificate of filing issued by the Secretary of State of origin.

[Signature]
Name and title of officer making statement

June 21, 1957
Date

Proved at Alberta,
City of Edmonton, ss.

on June 21, 1957 personally appeared before me, a Notary Public,
Robert Hecker, who acknowledged that he executed the above document.

[Signature]
Notary Public

Stamp

GERALD B. CHAPMAN

(REV. - 601 - 4/12/57)

BOOK 178 PAGE 282

CHARTER CITY OF CHICAGO OF RECORD

CHARTER

CHARTER CITY CORPORATION 7649-06 NUMBER/DATE
CHARTER CITY CORPORATION 2275-02 NUMBER/DATE
(FROM DELAWARE CORPORATIONS)

INFO

CHARTER CITY CORPORATION INC. 3085-07
(A DELAWARE CORPORATION)

FILED AT THE REQUEST OF

C T CORPORATION SYSTEM
1700 BROADWAY
DENVER, CO. 80202

FILING DATE JULY 6, 1987
FILING FEE \$50.00
FILE NUMBER 3085-07

ADJUDICATED TO STATE
TO THE ATTORNEY
STATE

Seal Affixed

1987 JUL 27 10 30 AM

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OFFICIAL RECORD
LANDER CO. N
RECORD REQUEST
88 MAY 27 PH 3-08
RAYE K. FAGG
RECORDER
FEE 9.00 DEP. 07

BOOK 311 PAGE 433

RECORDED AT THE REQUEST OF
Echo Bay Management Corp.
BOOK 178 PAGE 279

'88 JUN -6 P126

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
H.W. REBAY & SONS
FILE NO. 118840
FEE \$ 72.50

BOOK 178 PAGE 284

STATE OF NEVADA
DEPARTMENT OF
STATE

I hereby certify that this is a true
and complete copy of the document
as filed in this office.

DATED: MAY 11 1988

Frankie Sue Del Rapa

FRANKIE SUE DEL RAPA

Secretary of State

BY *Carlton J. King*