

BOOK 311 PAGE

138840

FILED FEE: \$50.00  
RE: C T CORPORATION ISSUES  
PAGE 1  
1700 BROADWAY  
NEW YORK, NY 10019

FILED  
RECEIVED  
JUL 06 1987  
SACRIMONI



Office of Secretary of State

I, MICHAEL MARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "CANADIAN 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 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31



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

BOOK 178 PAGE 279

CONSTITUTION OF MEMBERS  
OF  
CB EXPLORATION COMPANY  
(a Delaware corporation)  
CASH GOLD CORPORATION  
(a Delaware corporation)  
ECHO BAY EXPLORATION INC.  
(a Delaware corporation)

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

CB Exploration Company, a corporation formed under the laws of the State of Delaware ("CB Exploration"), Cash Gold Corporation, a corporation formed under the laws of the state of Delaware ("Cash Gold"), and Echo Bay Exploration Inc., a corporation formed under the laws of the State of Delaware ("Echo Bay Exploration") (together, "CB Exploration, Cash Gold and Echo Bay" are referred to as the "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:

Name	State of Incorporation
CB Exploration Company	Delaware
Cash 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 CB Exploration, Cash 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

see 311 ref 45

Echo Bay Exploration as filed with the Secretary of State of the State of Delaware on July 3, 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, \$0.01 par value per share."

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation at 795 Greg 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.

ECHO BAY EXPLORATION, INC.  
a Delaware corporation

By: [Signature], President

ATTEST:

By: [Signature], Secretary

SAC 311 REC 507

STATE OF THE DELAWARE OR  
STATE OF DELAWARE

RECEIVED, dated copying a certificate of filing of my charter documents  
or documents of incorporation of a foreign corporation qualified to do  
business in the state of Delaware.

1. Name of corporation, Kane Bay Exploration Inc.  
2. Incorporated under the laws of the state of Pennsylvania  
3. No. of days before qualified to do business in Delaware, 30  
4. Mailing address of corporation in state of incorporation, c/o The First  
National Trust Company 1209 Orange St., Wilmington, Delaware 19801  
5. Date of filing of mandatory documents, May 22, 1987  
6. Document filed for the purpose of, Merger of Company with  
CR Exploration Company and Can Am Corporation, both Delaware  
associations into Kane Bay Exploration, Inc.

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

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

Ronald S. Gandy  
State of Officer making signature

June 21, 1987

REC'D

Province of Alberta; cc'd.  
City Calgary; cc'd.  
Date June 21, 1987  
I, Robert Lester, personally appeared before me, a Notary Public,  
and acknowledged that he executed the  
above documents.

Olin  
Notary Public #3

GERALD D. COTTER

SEARCHED - INDEXED - FILED - 6/12/87

BOOK 178 PAGE 282

REC 311 PAGE 1

~~SEARCHED COPY OF RECORDS OF THIS OFFICE~~

CROWN GOLD CORPORATION 7607-86  
CROWN GOLD CORPORATION 2275-82  
(CROWN DELAWARE CORPORATION)

SEARCHED/INDEXED

SEARCHED/MAILED

INFO

BIG BAY EXPLORATION INC. 3085-87  
(A DELAWARE CORPORATION)

FILED AT THE REQUEST OF

C T CORPORATION SYSTEM  
1700 ECOLAB WAY  
DENVER, CO. 80239

FILING DATE JULY 6, 1987

FILING FEE \$50.00

FILE NUMBER 3085-87

ADMITTED TO STATE TO THEIR RECORDS 3085-87	
BUT TO OR FROM THIS OFFICE DATED 1 MARCH 1988 TO YOUR ATTENTION AND NOTICE OF THIS RECORD	
RECORDED AND INDEXED JULY 6, 1987 BY [Signature]	
<b>SEAL</b> Affixed RECORDED AND INDEXED JULY 6, 1987 BY [Signature]	

152102

OFFICIAL RECORDER  
LANDER CO. NO. 1  
RECORD REQUESTED  
Crown Bay Exploration Co.  
88 MAY 27 PM 3:08

RAYE K. FAGG  
RECORDER

FEE 900 DEP. 07

REC 311 PAGE 2831008

RECORDED AT THE REQUEST OF  
ECHO Bay Management Corp.  
BOOK 178 PAGE 379

'88 JUN -6 P1 26

OFFICIAL RECORDS  
EUREKA COUNTY, NEVADA  
H.N. REBAITTA, RECORDER  
FILE NO. 118840  
FEE \$ 10.00

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 Rama*

FRANKIE SUE DEL RAMA

Recorder of Deeds

BY: *Patricia L. Taylor*