

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

171912

DEC 8 1998

No. C 19335-94

*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
AMERICAN CARBONATE ROCK, INC.

American Carbonate Rock, Inc., a Nevada corporation (the "Corporation"), does hereby certify:

FIRST: That on December 10, 1998, the Board of Directors of the Corporation, by unanimous written consent, adopted a resolution setting forth a proposed amendment to the Articles of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that such proposed amendment be submitted to the shareholders of the Corporation for their written consent. The resolution setting forth the proposed amendment is as follows:

1. Article 1 of the Articles of Incorporation of the Corporation shall be amended to read in its entirety as follows:

NAME

The name of the Corporation is Graymont, Inc.

2. Said Amendment to Article 1 of the Articles of Incorporation of the Corporation is advisable and in the best interests of the Corporation.
3. Said Amendment to Article 1 shall be submitted to the Shareholders of the Corporation for their written consent.

SECOND: That, thereafter, pursuant to resolution of the Board of Directors of the Corporation, such amendment was submitted to the shareholders of the Corporation for consent and, by written consent, said shareholders of the Corporation approved the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 78.390 of the Nevada Revised Statutes.

IN WITNESS WHEREOF, American Carbonate Rock, Inc. has caused this Certificate to be signed by Stuart E. Wolfe, its President, and by Kenneth J. Wheeler, its Secretary on December 21, 1998.

AMERICAN CARBONATE ROCK, INC.

By: Stuart E. Wolfe  
Stuart E. Wolfe  
Its President

By: Kenneth J. Wheeler  
Kenneth J. Wheeler  
Its Secretary

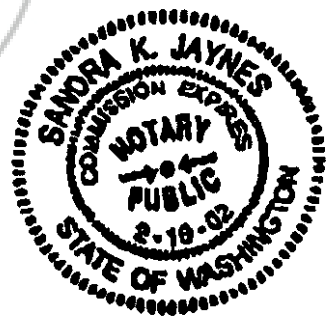
STATE OF Washington )  
COUNTY OF Whatcom ) ss.

On the 21<sup>st</sup> day of December, 1998, personally appeared before me Stuart E. Wolfe, the President of American Carbonate Rock, Inc., a Nevada corporation (the "Corporation"), and Kenneth J. Wheeler, the Secretary of the Corporation, who are the signers of the foregoing Certificate of Amendment of Articles of Incorporation and who duly acknowledged to me that they executed the same in said capacities and for and on behalf of the Corporation.

Sandra K. Jaynes  
NOTARY PUBLIC

Residing at: Bellingham, WA

My Commission Expires:  
2/19/02



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Legal Subdivision  
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NEVADA STATE OFFICE  
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| Claim Name | BLM Serial No. N MC | Location Date | Recorded Roll/Page | Section(s) | Townships and Range | Subdivision  |
|------------|---------------------|---------------|--------------------|------------|---------------------|--------------|
| ACR 111    | 733034              | 11-26-95      | 292/516            | Sec 6,     | T18N, R52E          | NW1/4        |
|            |                     |               |                    | Sec 1,     | T18N, R51E          | NE1/4        |
| ACR 112    | 733035              | 11-26-95      | 292/517            | Sec 6,     | T18N, R52E          | NW1/4        |
| ACR 113    | 733036              | 11-26-95      | 292/518            | Sec 6,     | T18N, R52E          | NW1/4        |
| ACR 114    | 733037              | 11-26-95      | 292/519            | Sec 6,     | T18N, R52E          | NW1/4        |
| ACR 115    | 733038              | 11-26-95      | 292/520            | Sec 6,     | T18N, R52E          | NW1/4        |
| ACR 116    | 733039              | 11-26-95      | 292/521            | Sec 6,     | T18N, R52E          | NW1/4, NE1/4 |
| ACR 117    | 733040              | 11-26-95      | 292/522            | Sec 6,     | T18N, R52E          | NE1/4        |
| ACR 118    | 733041              | 11-26-95      | 292/523            | Sec 6,     | T18N, R52E          | NE1/4        |
| ACR 119    | 733042              | 11-26-95      | 292/524            | Sec 6,     | T18N, R52E          | NE1/4        |
| ACR 120    | 733043              | 11-26-95      | 292/525            | Sec 6,     | T18N, R52E          | NW1/4, SW1/4 |
|            |                     |               |                    | Sec 1,     | T18N, R51E          | NE1/4, SE1/4 |
| ACR 121    | 733044              | 11-26-95      | 292/526            | Sec 6,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 122    | 733045              | 11-26-95      | 292/527            | Sec 6,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 123    | 733046              | 11-26-95      | 292/528            | Sec 6,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 124    | 733047              | 11-26-95      | 292/529            | Sec 6,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 125    | 733048              | 11-26-95      | 292/530            | Sec 6,     | T18N, R52E          | NW1/4, SW1/4 |
|            |                     |               |                    |            |                     | NE1/4, SE1/4 |
| ACR 126    | 733049              | 11-26-95      | 292/531            | Sec 6,     | T18N, R52E          | NE1/4, SE1/4 |
| ACR 127    | 733050              | 11-26-95      | 292/532            | Sec 6,     | T18N, R52E          | NE1/4, SE1/4 |
| ACR 128    | 733051              | 11-26-95      | 292/533            | Sec 6,     | T18N, R52E          | NE1/4, SE1/4 |
| ACR 129    | 733052              | 11-25-95      | 292/534            | Sec 6,     | T18N, R52E          | NE1/4, SE1/4 |
|            |                     |               |                    | Sec 5,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 130    | 733053              | 11-25-95      | 292/535            | Sec 5,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 131    | 733054              | 11-25-95      | 292/536            | Sec 5,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 132    | 733055              | 11-25-95      | 292/537            | Sec 5,     | T18N, R52E          | NW1/4, SW1/4 |
| ACR 133    | 733056              | 11-25-95      | 292/538            | Sec 6,     | T18N, R52E          | SW1/4        |
| ACR 134    | 733057              | 11-25-95      | 292/539            | Sec 6,     | T18N, R52E          | SW1/4, SE1/4 |
| ACR 135    | 733058              | 11-25-95      | 292/540            | Sec 6,     | T18N, R52E          | SE1/4        |
| ACR 136    | 733059              | 11-25-95      | 292/541            | Sec 6,     | T18N, R52E          | SE1/4        |
| ACR 137    | 733060              | 11-25-95      | 292/542            | Sec 6,     | T18N, R52E          | SE1/4        |
| ACR 138    | 733061              | 11-25-95      | 292/543            | Sec 6,     | T18N, R52E          | SE1/4        |
|            |                     |               |                    | Sec 5,     | T18N, R52E          | SW1/4        |
| ACR 139    | 733062              | 11-25-95      | 292/544            | Sec 5,     | T18N, R52E          | SW1/4        |
| ACR 140    | 733063              | 11-25-95      | 292/545            | Sec 5,     | T18N, R52E          | SW1/4        |
| ACR 141    | 733064              | 11-25-95      | 292/546            | Sec 5,     | T18N, R52E          | SW1/4        |
| ACR 142    | 733065              | 11-25-95      | 292/547            | Sec 6,     | T18N, R52E          | SW1/4        |
|            |                     |               |                    | Sec 7,     | T18N, R52E          | NW1/4        |
| ACR 143    | 733066              | 11-25-95      | 292/548            | Sec 6,     | T18N, R52E          | SW1/4, SE1/4 |
|            |                     |               |                    | Sec 7,     | T18N, R52E          | NW1/4, NE1/4 |
| ACR 144    | 733067              | 11-25-95      | 292/549            | Sec 6,     | T18N, R52E          | SE1/4        |
|            |                     |               |                    | Sec 7,     | T18N, R52E          | NE1/4        |

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| Claim Name | BLM Serial No. N MC | Location Date | Recorded Roll/Page | Section(s), Townships and Range | Subdivision  |
|------------|---------------------|---------------|--------------------|---------------------------------|--------------|
| ACR 145    | 733068              | 11-25-95      | 292/550            | Sec 6, T18N, R52E               | SE1/4        |
|            |                     |               |                    | Sec 7, T18N, R52E               | NE1/4        |
| ACR 146    | 733069              | 11-25-95      | 292/551            | Sec 6, T18N, R52E               | SE1/4        |
|            |                     |               |                    | Sec 7, T18N, R52E               | NE1/4        |
| ACR 147    | 733070              | 11-25-95      | 292/552            | Sec 6, T18N, R52E               | SE1/4        |
|            |                     |               |                    | Sec 7, T18N, R52E               | NE1/4        |
|            |                     |               |                    | Sec 5, T18N, R52E               | SW1/4        |
|            |                     |               |                    | Sec 8, T18N, R52E               | NW1/4        |
| ACR 148    | 733071              | 11-25-95      | 292/553            | Sec 5, T18N, R52E               | SW1/4        |
|            |                     |               |                    | Sec 8, T18N, R52E               | NW1/4        |
| ACR 149    | 733072              | 11-25-95      | 292/554            | Sec 5, T18N, R52E               | SW1/4        |
|            |                     |               |                    | Sec 8, T18N, R52E               | NW1/4        |
| ACR 150    | 733073              | 11-25-95      | 292/555            | Sec 5, T18N, R52E               | NW1/4        |
|            |                     |               |                    | Sec 8, T18N, R52E               | SW1/4        |
| ACR 151    | 749531              | 07-14-96      | 300/393            | Sec 36, T19N, R51E              | NW1/4, SW1/4 |
| ACR 152    | 749532              | 07-14-96      | 300/394            | Sec 36, T19N, R51E              | NW1/4, SW1/4 |
| ACR 153    | 749533              | 07-14-96      | 300/395            | Sec 36, T19N, R51E              | NE1/4, SW1/4 |
|            |                     |               |                    |                                 | SW1/4, SE1/4 |
| ACR 154    | 749534              | 07-14-96      | 300/396            | Sec 36, T19N, R51E              | NE1/4, SE1/4 |
| ACR 155    | 749535              | 07-14-96      | 300/397            | Sec 36, T19N, R51E              | NE1/4, SE1/4 |
| ACR 156    | 749536              | 07-14-96      | 300/398            | Sec 36, T19N, R51E              | NE1/4, SE1/4 |
| ACR 157    | 749537              | 07-14-96      | 300/399            | Sec 1, T18N, R51E               | NW1/4        |
|            |                     |               |                    | Sec 36, T19N, R51E              | SW1/4        |
| ACR 158    | 749538              | 07-14-96      | 300/400            | Sec 1, T18N, R51E               | NW1/4        |
|            |                     |               |                    | Sec 36, T19N, R51E              | SW1/4        |
| ACR 159    | 749539              | 07-14-96      | 300/401            | Sec 1, T18N, R51E               | NW1/4        |
|            |                     |               |                    | Sec 36, T19N, R51E              | SW1/4        |
|            |                     |               |                    | Sec 1, T18N, R51E               | NE1/4        |
|            |                     |               |                    | Sec 36, T19N, R51E              | SE1/4        |
| ACR 160    | 749540              | 07-14-96      | 300/402            | Sec 1, T18N, R51E               | NE1/4        |
|            |                     |               |                    | Sec 36, T19N, R51E              | SE1/4        |
| ACR 161    | 749541              | 07-14-96      | 300/403            | Sec 1, T18N, R51E               | NE1/4        |
|            |                     |               |                    | Sec 36, T19N, R51E              | SE1/4        |
| ACR 162    | 749542              | 07-14-96      | 300/404            | Sec 1, T18N, R51E               | NE1/4        |
|            |                     |               |                    | Sec 36, T19N, R51E              | SE1/4        |
| ACR 163    | 749543              | 07-14-96      | 300/405            | Sec 1, T18N, R51E               | NW1/4        |
| ACR 164    | 749544              | 07-14-96      | 300/406            | Sec 1, T18N, R51E               | NW1/4, NE1/4 |
| ACR 165    | 749545              | 07-14-96      | 300/407            | Sec 1, T18N, R51E               | NE1/4        |
| ACR 166    | 749546              | 07-14-96      | 300/408            | Sec 1, T18N, R51E               | NE1/4        |
| ACR 167    | 749547              | 07-14-96      | 300/409            | Sec 1, T18N, R51E               | NE1/4        |
| ACR 168    | 749548              | 07-14-96      | 300/410            | Sec 1, T18N, R51E               | NE1/4        |

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|------------|---------------------|---------------|--------------------|--|-------------------------|
| ACR 169    | 749549              | 07-14-96      | 300/411            | Sec 1, T18N, R51E<br>Sec 6, T18N, R52E<br>Sec 31, T19N, R52E | NE1/4<br>NW1/4<br>SW1/4 |
| ACR 170    | 749550              | 07-14-96      | 300/412            | Sec 1, T18N, R51E  | NE1/4, NW1/4            |
| ACR 171    | 749551              | 07-14-96      | 300/413            | Sec 1, T18N, R51E  | NE1/4                   |
| ACR 172    | 749552              | 07-14-96      | 300/414            | Sec 1, T18N, R51E  | NE1/4                   |
| ACR 173    | 749553              | 07-14-96      | 300/415            | Sec 1, T18N, R51E  | NE1/4                   |
| ACR 174    | 749554              | 07-14-96      | 300/416            | Sec 1, T18N, R51E  | NE1/4                   |

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| Claim Name | NEVADA<br>BLM Serial<br>No. N MC | Location<br>Date | EUREKA<br>Recorded<br>Roll/Page | Section(s),<br>Townships<br>and Range                         | Subdivision                  |
|------------|----------------------------------|------------------|---------------------------------|---|------------------------------|
| BRC 1      | 779242                           | 07-24-97         | 313/305                         | Sec 35, T19N, R51E<br>Sec 36, T19N, R51E                      | SE1/4, NE1/4<br>SW1/4, NW1/4 |
| BRC 2      | 779243                           | 07-24-97         | 313/306                         | Sec 36, T19N, R51E  | SW1/4, NW1/4                 |
| BRC 3      | 779244                           | 07-24-97         | 313/307                         | Sec 36, T19N, R51E  | SW1/4, NW1/4                 |
| BRC 4      | 779245                           | 07-24-97         | 313/308                         | Sec 35, T19N, R51E<br>Sec 36, T19N, R51E<br>Sec 2, T18N, R51E | SE1/4<br>SW1/4<br>NE1/4      |
| BRC 5      | 779246                           | 07-24-97         | 313/309                         | Sec 36, T19N, R51E<br>Sec 2, T18N, R51E<br>Sec 1, T18N, R51E  | SW1/4<br>NE1/4<br>NW1/4      |
| BRC 6      | 779247                           | 07-24-97         | 313/310                         | Sec 36, T19N, R51E<br>Sec 1, T18N, R51E                       | SW1/4<br>NW1/4               |
| BRC 7      | 779248                           | 07-25-97         | 313/311                         | Sec 2, T18N, R51E   | NE1/4                        |
| BRC 8      | 779249                           | 07-25-97         | 313/312                         | Sec 2, T18N, R51E<br>Sec 1, T18N, R51E                        | NE1/4<br>NW1/4               |
| BRC 9      | 779250                           | 07-25-97         | 313/313                         | Sec 1, T18N, R51E   | NW1/4                        |
| BRC 10     | 779251                           | 07-25-97         | 313/314                         | Sec 1, T18N, R51E   | NW1/4                        |
| BRC 11     | 779252                           | 07-25-97         | 313/315                         | Sec 1, T18N, R51E   | NW1/4                        |
| BRC 12     | 779253                           | 07-25-97         | 313/316                         | Sec 1, T18N, R51E   | NW1/4                        |
| BRC 13     | 779254                           | 07-25-97         | 313/317                         | Sec 1, T18N, R51E   | NW1/4                        |

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BOOK **325** PAGE **427**  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Ann Graymont Inc*  
**99 FEB 17 PM 1:09**  
EUREKA COUNTY NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEES **12.00**

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