

Office of the Secretary of State

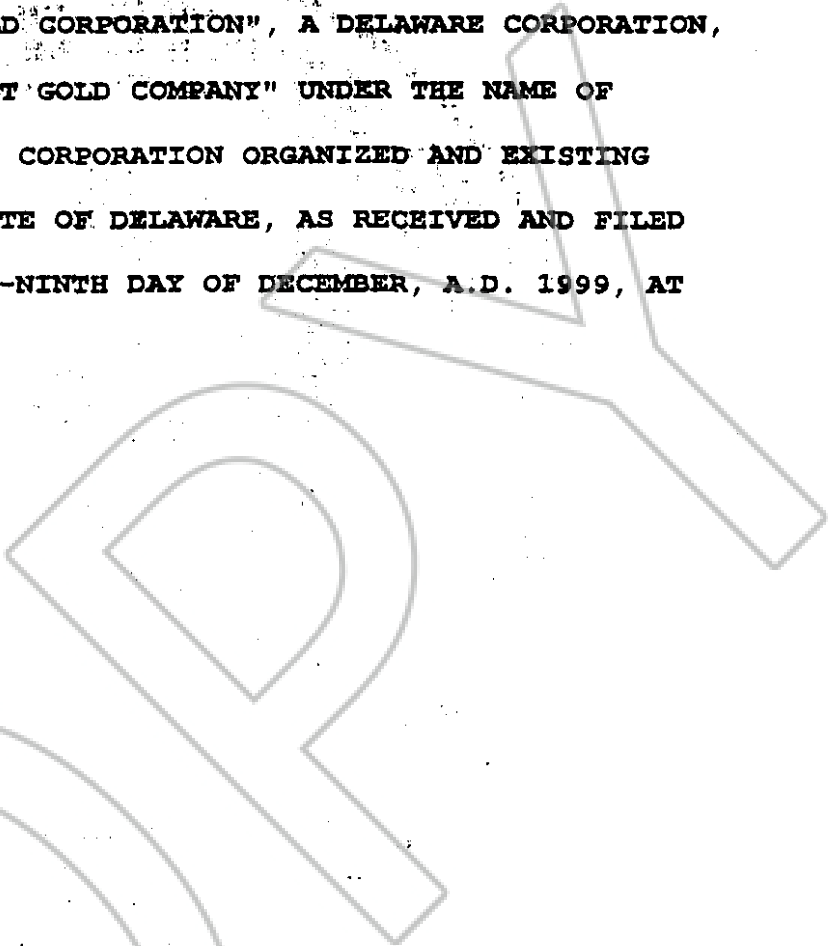
FILED # C1636-65

JAN 19 2000

IN THE OFFICE OF
Dean Hill
DEAN HILLER SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SANTA FE PACIFIC GOLD CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NEWMONT GOLD COMPANY" UNDER THE NAME OF "NEWMONT GOLD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 12 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0202522

DATE: 01-17-00

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12-29-99

**CERTIFICATE OF OWNERSHIP AND
MERGER OF SUBSIDIARY INTO PARENT
MERCING
SANTA FE PACIFIC GOLD CORPORATION
INTO
NEWMONT GOLD COMPANY**

**(Pursuant To Section 253 Of The General
Corporation Law Of Delaware)**

Newmont Gold Company, a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of Santa Fe Pacific Gold Corporation, a Delaware corporation.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted on the 15th day of December, 1999, determined to merge into itself Santa Fe Pacific Gold Corporation on the conditions set forth in such resolutions:

WHEREAS, Santa Fe Pacific Gold Corporation, a Delaware corporation ("Santa Fe") is a wholly owned subsidiary of the Company; and

WHEREAS, it is in the best interests of the Company that Santa Fe be merged with and into the Company.

RESOLVED, that the Company merge into itself its subsidiary, Santa Fe, and assume all of said subsidiary's liabilities and obligations; and further

RESOLVED, that the Senior Vice President and the Secretary of this Company be, and they hereby are, directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Santa Fe into the Company and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of Delaware; and further

RESOLVED, that the officers of the Company be, and each hereby is, authorized and directed to do or cause to be done all such acts and things and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of the Company or otherwise, all such documents and instruments, as the officers may deem necessary or advisable in order fully to effectuate the purpose and intention of the foregoing resolutions.

IN WITNESS WHEREOF, said Newmont Gold Company has caused its corporate seal to be affixed and this certificate to be signed by Bruce D. Hansen, its authorized officer, and attested to by Timothy J. Schmitt, its Secretary, this 29th day of December, 1999.

NEWMONT GOLD COMPANY

By: Bruce D. Hansen
Bruce D. Hansen
Senior Vice President

Attest:

By: Timothy J. Schmitt
Timothy J. Schmitt
Secretary

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TOTAL P. 04

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BOOK 332 PAGE 520
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Newmont Gold Co.
00 FEB 15 AM 11:19

SUDBURY COUNTY NEVADA
M.H. REDALEATI, RECORDER
FILE NO. FEES 10⁰⁰

173858

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STATE OF NEVADA
Secretary of State

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

JAN 25 '00

Dean Heller
DEAN HELLER
Secretary of State

By *[Signature]*