177997

Delaware Med 31 C 634-65

The First State

MAR 2 2 2002

I, HARRIET STH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTICATE OF OWNERSHIP, WHICH MERGES:

"NEWMONT GOI COMPANY", A DELAWARE CORPORATION,

WITH AND INT "NEWMONT MINING CORPORATION" UNDER THE NAME OF "NEWMONT GOLD CCANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS (THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE T FIFTEENTH DAY OF FEBRUARY, A.D. 2002, AT 9:31 O'CLOCK A.M.

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Harriet Smith Windsor, Secretary of State

0623413 8100

020149332

DATE: 03-05-02

CRIFICATE OF OWNERSHIP AND MERGER

MERGING

NEWMONT GOLD COMPANY

WITH AND INTO

NEWMONT MINING CORPORATION

Pursuant to Section 253 of the General.
Corporation Law of the State of Delaware

Newmonthing Corporation, a corporation organized and existing under the laws of Delaware (the "Corpoon"), does hereby certify:

FTRST: That the Corporation owns all of the outstanding shares of each class of sk of Newmont Gold Company, a Delaware corporation incorporated on 23rd day of February, 1988, pursuant to the Delaware General Corporation Law

SECON: That the Corporation, by the following resolutions of its Board of Direct, duly adopted at a meeting held on November 13, 2001, determined to me into itself said Newmont Gold Company, by the adoption thereof:

ROLVED, that the Corporation will merge, and upon the effectives of such merger, does merge, into itself, its wholly owned sudiary, Newmont Gold Company, and assumes all of the obligation Newmont Gold Company; and further

ROLVED, that said merger shall become effective upon the filing a Certificate of Ownership and Merger with the Sceretary State of the State of Delaware or at such other time as such Certate of Ownership and Merger shall specify pursuant to Section (d) of the General Corporation Law of the State of Delawared further

ROLVED, that upon effectiveness of said merger, the name of Corporation shall be changed to "Newmont Gold Company and Article First of the Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

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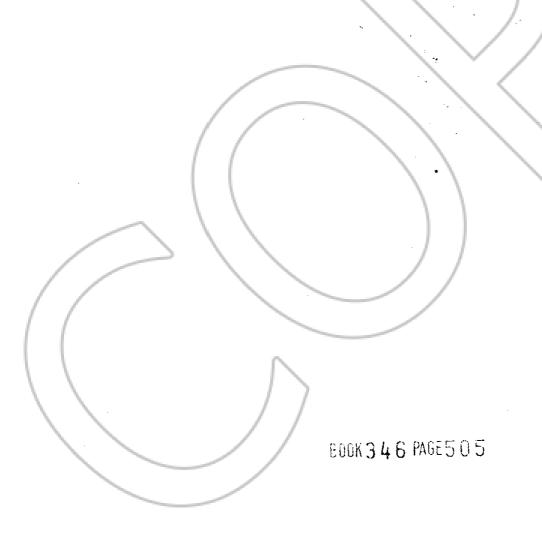
W/632967v2

"First: The name of this Corporation is Nmont Gold Company."

ROLVED, that except for the foregoing amendment to Article F, said Restated Certificate of Incorporation shall remain unchangery the merger and in full force and effect until further amended accordance with the Delaware General Corporation Law; and ther

ROLVED, that the proper officers of the Corporation be, and they by are, directed to make and execute a Certificate of Ownershand Merger setting forth a copy of the resolutions to so merge Notiont Gold Company and to assume its obligations and the date adoption thereof, and to cause the same to be filed with the Secret of State of the State of Delaware and to do all acts and things whoever, whether within or without the State of Delaware, which more necessary or proper to effect said merger and change of name.

THIRD: That this Certificate of Ownership and Merger shall be effective on its fig with the Secretary of State of the State of Delaware.



IN WITNESS TEREOF, the Corporation has caused this certificate to be signed by a duly authorized officer: 15th day of February, 2002.

NEWMONT MINING CORPORATION

Name: Britt D. Banks Title: Vice President, General Counsel

and Socretary





DEAN HELLER Secretary of State

202 North Carson Stra Carson City, Nevada 91-4201 (775) 684 5708



Office Use Only:

FILED # (636-65

MAR 2 2 2002

Important: Read ched instructions before completing form.

- Remit in Duplicate -

1.	Name of corporation (proe modified name also if filed pursuant to 80.025):
Nev	currently on file in Nevada)
2.	State of incorporation: Denre
3.	Changes reflected by fili of document: (check the appropriate sees and/or describe under "other")
	X Name Stock Purpose Dissolution X Merger (if survivor qualified in Nevada and the articles were amended within the merger) Other (specify chars):
_	
4.	Signature (must be sign by an officer of the corporation): Assistant Secretary
S	ignature of Officer Makı Statement Title of Officer
A	rdis Young
d	Submit this form with eith a certified copy of or a certificate evidencing the filing of any locument amendatory or rerwise relating to the original articles in the place of the corporations

creation.

IMPORTANT: Failure to rude any of the above information and remit with the proper fees may cause this filing to be rejed.

Nevada Secretary of State Form 80.030 OFFICER'S STATEMENT1999.01 Revised on: 07/21/01

NV029 - 08/07/2001 C T System Online

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BOOK 346 PAGE 53 OFFICIAL RECORDS RECORDED AT THE REGUEST HALL, Kane, Peck, Dermson & Ward 02 APR-1 PM 1:27

M.N. REBALEATI, RECORDER 60 FILE NO. FEES

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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

MAR 2 2 20002

Ву

Dean Heller

SEAL Affixed