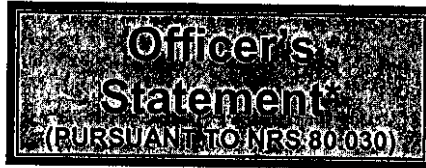




DEAN HELLER  
Secretary of State  
202 North Carson St  
Carson City, Nevada 89401-4201  
(775) 684 5708

177998



Office Use Only: FILED # C 636-65

MAR 22 2002

IN THE OFFICE OF  
Dean Heller  
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

- Remit in Duplicate -

1. Name of corporation (provide modified name also if filed pursuant to 80.025):

Newmont Gold Company

(currently on file in Nevada)

2. State of incorporation: Dvare

3. Changes reflected by filing of document:

(check the appropriate boxes and/or describe under "other")

- ☒ Name  
☐ Stock  
☐ Purpose  
☐ Dissolution  
☐ Merger (if survivor qualified in Nevada and the articles were amended within the merger)  
☐ Other (specify changes):

4. Signature (must be signed by an officer of the corporation):

Ardis Young  
Signature of Officer Making Statement  
Ardis Young

Assistant Secretary  
Title of Officer

\* Submit this form with either a certified copy of or a certificate evidencing the filing of any document amendatory or otherwise relating to the original articles in the place of the corporation's creation.

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

# Delaware

PAGE 1

*The First State*

I, HARRIETMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEWMONT GOLD COMPANY", CHANGING ITS NAME FROM "NEWMONT GOLD COMPANY" TO "NEWMONT USA LIMITED", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2002, AT 12 O'CLOCK P.M.

FILED # C636-65

MAR 22 2002

IN THE OFFICE OF  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0623413 8100

020123245

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AUTHENTICATION: 1630441

DATE: 02-25-02

**CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 22 12:00 PM 02/22/2002  
020122404 - 0623413

of  
**NEWMONT GOLD COMPANY  
A DELAWARE CORPORATION**

Newmont Gold Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** That, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation (this "Amendment") and declaring this Amendment advisable.

**SECOND:** That this Amendment was duly approved and adopted by the sole stockholder of the issued and outstanding stock of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 and Section 242 of the DGCL.

**THIRD:** The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article I in its entirety and inserting in lieu thereof the following new language:

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

**"Newmont USA Limited"**

**FOURTH:** That this Certificate of Amendment shall be effective on its filing with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** the Corporation has caused this certificate to be signed by a duly authorized officer on the 22<sup>nd</sup> day of February, 2002.

NEWMONT GOLD COMPANY

By:   
Name: Britt D. Banks  
Title: Vice President and Secretary

COPY

BOOK 346 PAGE 19  
OFFICIAL RECORDS  
RECORDED AT THE REC'D  
02 APR -1 PM 1:3

Hale, Lane, Leek, Dennon, Howard

CLARK COUNTY NEVA  
M.N. REBALEATH RECORD  
FILE NO. FE 17<sup>00</sup>

177998

BOOK 346 PAGE 12

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

SEAL  
Affixed

MAR 25 2002

Don Heller  
Don Heller

By

10

Warner