

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEWEST GOLD LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"ZACA MINING LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "NEWEST GOLD USA INC." UNDER THE NAME OF
"NEWEST GOLD USA INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SECOND DAY OF OCTOBER, A.D. 2006, AT 6:42
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



4144494 8100M

060906818

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5085640

DATE: 10-03-06



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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is NewWest Gold USA Inc., a Delaware Corporation, and the name of the limited liability companies being merged into this surviving corporation are Zaca Mining LLC, a Delaware limited liability company and NewWest Gold LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability companies.

THIRD: The name of the surviving corporation is NewWest Gold USA Inc.

FOURTH: The merger is to become effective on October 2, 2006.

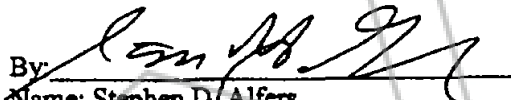
FIFTH: The Agreement and Plan of Merger is on file at NewWest Gold USA Inc., Building 6, Suite 210, 1658 Cole Blvd, Lakewood, CO 80401, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The current Certificate of Incorporation of NewWest Gold USA Inc. shall be the Certificate of Incorporation of the surviving corporation.

#730972.1

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 2nd day of October, A.D., 2006.

By: 
Name: Stephen D. Alfors
Title: President

C O R P