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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 9-14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 223449 7503759

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 78.75

ORDER DATE : September 13, 2007

ORDER TIME : 8:30 AM

ORDER NO. : 223449-020

CUSTOMER NO: 7503759

FOREIGN FILINGS

NAME: ERDENE MATERIALS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ERDENE MATERIALS CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELWARE

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. JULY 17, 1998

(Date of incorporation)

5.

PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON REGISTRATION

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1300-1969 UPPER WATER STREET, TOWER II, HALIFAX, NS B3J 3R7

(Principal office address)

PO BOX 730, HALIFAX, NOVA SCOTIA CANADA B3J 2V1

(Current mailing address)

8. MINING EXPLORATION

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

, Florida **32301**

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

**Carina L. Dunlap
Asst. Vice President**

By: 

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12., Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE SCHEDULE "A" ATTACHED HERETO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE SCHEDULE "A" ATTACHED HERETO

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. D. SUZAN FRAZER

Sec.

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

SCHEDULE "A"

DIRECTORS:

Name	Address
------	---------

Peter Akerley – Director 1480-99 Wyse Road, Dartmouth NS B3A 4S5

Christopher Cowan – Director 1480-99 Wyse Road, Dartmouth NS B3A 4S5

Kenneth MacDonald - Director 1480-99 Wyse Road, Dartmouth NS B3A 4S5

OFFICERS:

Name	Address	Office Held
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Peter Akerley 1480-99 Wyse Road, Dartmouth NS B3A 4S5 President and CEO

D. Suzan Frazer 1300-1969 Upper Water St., Halifax, NS B3J 3R7 Corporate Secretary

Kenneth MacDonald 1480-99 Wyse Road, Dartmouth NS B3A 4S5 Chief Financial Officer

Mark R. Davies 6025 Winding Lake Drive, Jupiter FL USA 33458 Vice President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERDENE MATERIALS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ERDENE MATERIALS CORPORATION" WAS INCORPORATED ON THE SEVENTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



2922180 8300

071008620

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5993861

DATE: 09-12-07