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TRANSMITTAL LETTER

TO Qualification Tax Lien Section
Division of Corporations

RECEIVED
JAN 11 1984
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

SUBJECT Western Mining Corporation (USA)
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dan Soderberg

(Name of Person)

Welborn Sullivan Meck & Tooley, P.C.

(Firm/Company)

1775 Sherman Street, Suite 1800

(Address)

Denver, CO 80203

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Dan Soderberg

(Name of Person)

at (303) 830-2500

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Western Mining Corporation (USA)
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 98-0077543
(FEI number, if applicable)
4. July 31, 1986
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 25, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4750 Longley Lane, #106
Reno, NV 89502
(Current mailing address)
8. To engage in any lawful act or activity which foreign corporations may carry out in
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida,
Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT
acceptable)
Name: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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.

C T CORPORATION SYSTEM

Marcia J. Sunahara
(Registered agent's signature)
Marcia J. Sunahara - Asst. Vice President

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 addresses of officers and/or directors (Street address ONLY- P. O. Box NOT acceptable)

SEE ATTACHED EXHIBIT "A"

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

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. John F. Welborn
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John F. Welborn, Corporate Secretary
(Typed or printed name and capacity of person signing application)

Exhibit A
to
Application by Foreign Corporation for
Authorization to Transact Business in Florida
Submitted by
Western Mining Corporation (USA)

OFFICERS

<u>Position</u>	<u>Name</u>	<u>Date Term Expires</u>	<u>Address</u>
President Date Taking Office: 2/9/94	Keith R. Hulley	Indefinite Term	360 Collins Street Melbourne Victoria 3000 G.P.O. Box 860K Melbourne, Australia 3001
Vice-President Date Taking Office: 8/22/89	David E. Roberts	Indefinite Term	1 First Canadian Place Suite 2620 Toronto, Ontario M5X 1B1 Canada
Vice-President and Treasurer Date Taking Office: 1/5/91	Jeffrey S. Parr	Indefinite Term	1 First Canadian Place Suite 2620 Toronto, Ontario M5X 1B1 Canada
Secretary Date Taking Office: 3/10/88	John F. Welborn	Indefinite Term	1775 Sherman St., #1800 Denver, CO 80203

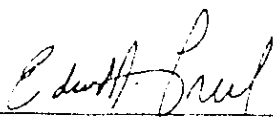
DIRECTORS
(No Permanent Chairman)

<u>Name</u>	<u>Address</u>	<u>Date Term Expires</u>
Keith R. Hulley Date Taking Office: 2/9/94	60 Collins Street Melbourne Victoria 3000 G.P.O. Box 860K Melbourne Australia 3001	Indefinite Term
Jeffrey S. Parr Date Taking Office: 11/30/94	1 First Canadian Place, #2620 P.O. Box 89 Toronto, Ontario M5X 1B1 Canada	Indefinite Term
William G. Hargett Date Taking Office: 9/1/94	11490 Westheimer #300 Houston, Texas 77077	Indefinite Term
John F. Welborn Date Taking Office: 7/6/88	1775 Sherman Street, #1800 Denver, Colorado 80203	Indefinite Term

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTERN MINING CORPORATION (USA)" 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 1995.





Edward J. Freel, Secretary of State

ATTESTATION.

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DATE 7694599

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10-31-95