

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Feb 07 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000005575 (4)

1. Corporation Name

WESTERN MINING CORPORATION (USA)

Principal Place of Business
4750 LONGLEY LANE. #106
RENO NV 89502

Mailing Address
4750 LONGLEY LANE. #106
RENO NV 89502-5954



3. Date Incorporated or Qualified 11/13/1995	3a. Date of Last Report 04/04/1996
4. FEI Number 98-0077543	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD HULLEY, KEITH R 360 COLLINS ST, MELBOURNE VICTORIA 3000 MELBOURNE, AUSTRALIA 3001	1.1 TITLE	Chairman, Pres. CEO
NAME		1.2 NAME	Donald M. Morley
STREET ADDRESS		1.3 STREET ADDRESS	Level 16, 60 City Road
CITY - ST - ZIP		1.4 CITY - ST - ZIP	Southbank, Victoria 3006 AUSTRALIA
TITLE	S HARASYM, WILLA F. 181 BAY ST, STE 3000 TORONTO CA	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	TVD PARR, JEFFREY S 181 BAY ST, STE 3000 TORONTO CA	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	SD WELBORN, JOHN F 1775 SHERMAN ST. #1800 DENVER CO 80203	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	V MARGESON, G. BRADFORD 22 GURDWARA ROAD NEPEAN ON	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	D HARGETT, WILLIAM G. 11490 WESTHEIMER, STE 300 HOUSTON TX	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: John F. Welborn, Secretary 1/22/97 303-830-2500

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

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CITY-ST-ZIP	MELBOURNE, AUSTRALIA 3001	1.4 CITY-ST-ZIP	Southbank, Victoria 3006 AUSTRALIA
TITLE	S	2.1 TITLE	
NAME	HARASYM, WILLA F.	2.2 NAME	
STREET ADDRESS	181 BAY ST, STE 3000	2.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO CA	2.4 CITY-ST-ZIP	
TITLE	TYD	3.1 TITLE	
NAME	PARR, JEFFREY S	3.2 NAME	
STREET ADDRESS	181 BAY ST, STE 3000	3.3 STREET ADDRESS	
CITY-ST-ZIP	TORONTO CA	3.4 CITY-ST-ZIP	
TITLE	SD	4.1 TITLE	
NAME	WELBORN, JOHN F	4.2 NAME	
STREET ADDRESS	1775 SHERMAN ST. #1800	4.3 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO 80203	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	
NAME	MARGESON, G. BRADFORD	5.2 NAME	
STREET ADDRESS	22 GURDWARA ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEPEAN ON	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	HARGETT, WILLIAM G.	6.2 NAME	
STREET ADDRESS	11490 WESTHEIMER, STE 300	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	6.4 CITY-ST-ZIP	

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SIGNATURE: *John F. Welborn* John F. Welborn, Secretary 1/22/97 303-830-250