

F96000006424

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0337

800-342-8086

ESC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 126016 7117534

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : October 18, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 126016-010

CUSTOMER NO: 7117534

300001993873--4

W96-23250

CUSTOMER: Mr. Noel W. Hicks
Northfield Minerals Inc.
400 The Safegaurd Building
435 Devon Park Drive
Wayne, PA 19087

12/9

FOREIGN FILINGS

NAME: NORTHFIELD MINERALS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

FILED
96 NOV -1 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV -1 AM 11:35
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 1, 1996

CSC

SUBJECT: NORTHFIELD MINERALS INC.
Ref. Number: W96000023250

We have received your document(s) in this office, however, the document is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 196A00050382

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5 DEC -9 PM 3:18
DIV OF CORPORATIONS

RESUBMIT

Please give original
submission date as file date.

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

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

1. NORTHFIELD MINERALS INC.

(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. ONTARIO, CANADA

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

3.

(FEI number, if applicable)

4. November 1, 1985

(Date of Incorporation)

5.

Perpetual

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

6. July 1, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 885 South Federal Highway

Boca Raton, Florida 33432

(Current mailing address)

8.

Administrative Services of Operating Officer

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

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By:

Carol K. Dolor
(Registered agent's signature)

Carol K. Dolor, Authorized Representative

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.

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96 NOV - 1 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: HEINZ Schimmelbusch
Address: 800 BUILDING
435 DEVON PARK DR.
WAYNE, PA 19087-1945
Vice Chairman: NILS KINOWALL
Address: 3299 BRIDGEGATE DR.
JUPITER FLORIDA 33477
Director: ✓ see Attached Page
Address: _____
Director: see Attached Page
Address: _____

B. OFFICERS

President: Heinz Schimmelbusch
Address: 800 THE SAFEGUARD BUILDING
435 DEVON PARK DRIVE
WAYNE, PA 19087-1945
Vice President: Thomas Kelly
Address: 855 South Federal Highway
BOCA RATON, FL 33432
Secretary: Jay Kellerman
Address: Suite 900, Scotia PLAZA
410 KING STREET WEST
TORONTO, ONTARIO M5H 2S6
Treasurer: _____
Address: _____

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TALLAHASSEE, FLORIDA

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

13

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

14

Heinz Schimmelbusch / CEO, President, Chairman
(Typed or printed name and capacity of person signing application)

Attention: Pat Lee
Tel: (416) 813-4583
Fax: (416) 813-4553

INVESTOR RELATIONS:

Lammcomm
674 Shaw Street, Suite 3
Toronto, Ontario
M6G 3L7

Attention: Laurie A. Meloche
Tel: (416) 535-9894
Fax: (416) 535-0901

CONSULTING GEOLOGIST:

Pearson, Hoffman & Associates
365 Bay Street, Suite 804
Toronto, Ontario
M5H 2V1

Attention: Bill Pearson
Tel: (416) 367-4330
Fax: (416) 367-5693

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TALLAHASSEE, FLORIDA

SHARE CAPITAL:

Class

Authorized

Issued

Common

Unlimited

48,836,854
(September 3, 1996)

Class "A" Preferred Shares

Unlimited

Nil

Reserved for issue

14,250,000

SHAREHOLDER QUORUM:

2 shareholders present in person or by proxy
(amendment to by-law to reflect this is to be
approved at the next shareholders meeting)

NUMBER OF DIRECTORS:

minimum 3, maximum 9

DIRECTOR QUORUM:

two-fifths of current number of directors

DIRECTORS:

	<u>Office Address</u>	<u>Home Address</u>
Robert D. Cudney	Northfield Capital 11th Floor 350 Bay Street Toronto, Ontario M5H 2S6 Tel: 865-9237 Fax: 865-9386	9 Upper Canada Drive Suite #74 Willowdale, Ontario M2P 2N3 Tel: (905) Fax: (905)
Thomas G. Larsen	Northfield Minerals Inc. 1710 - 155 University Ave. Toronto, Ontario M5H 3B7 Tel: (416) 360-8006 Fax: (416) 361-1333	137 Claxton Drive Oakville, Ontario L6J 4N8 Tel: (905) 842-1904 Fax: (905) 842-2191
Jay C. Kellerman	Smith Lyons Suite 5800, Scotia Plaza 40 King Street West Toronto, Ontario M5H 3Z7 Tel: (416) 369-7335 Fax: (416) 369-7250	65 Latimer Avenue Toronto, Ontario M5V 2M1 Tel: (416) 932-2861 Fax: (416) 932-3065
Vahan Kololian	Polar Capital Corporation 350 Bay Street, 13th Floor Toronto, Ontario M5H 2S6 Tel: (416) 367-4364 Fax: (416) 367-0564	103 St. Leonards Avenue Toronto, Ontario M4N 1K4 Tel: (416) 485-0485 Fax:
Heinz Schimmelbusch	Allied Resource Corporation 800 The Safeguard Building 435 Devon Park Drive Wayne, Pennsylvania 19087-1945 Tel: (610) 293-0838 Fax: (610) 293-0854	202 Yorktown Place Berwyn, Pennsylvania 19312 Tel: (610) 251-9510
Francisco Vidal	Aurifera El Sol S.A. Cesar Park Hotel Panama Tel: 011-507-264077 Fax: 011-507-264262	600 Grapetree Drive Apartment 11GS Key Biscayne, Florida 33149 U.S.A. Tel: (305) 361-9316 Fax: (305) 361-9409

SECRETARY OF STATE
ILLHASSE
TORONTO

96 NOV - 1 PM 4:03

FILED

Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
393 University Ave. Suite 200
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2



Ontario

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies,

NORTHFIELD MINERALS INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000643515

is a corporation incorporated, amalgamated
or continued under the laws of
the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

NOVEMBER 01 NOVEMBRE, 1985

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

OCTOBER 22 OCTOBRE, 1996

Controller of Records
Contrôleur des dossiers

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA