

NUMBER: 535791



COMPANY ACT

CANADA
PROVINCE OF BRITISH COLUMBIA

CERTIFICATE OF INCORPORATION

I Hereby Certify that

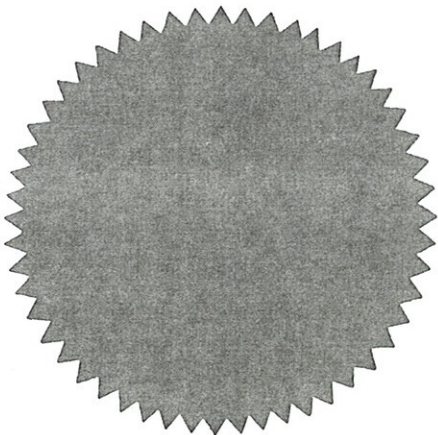
MANDALAY RESOURCES CORPORATION

has this day been incorporated under the *Company Act*

*Issued under my hand at Victoria, British Columbia
on January 29, 1997*

A handwritten signature in black ink, appearing to read 'J. Powell'.

JOHN S. POWELL
Registrar of Companies



I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

FEB 04 2000

12 
JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

FORM 19
(Section 348)

COMPANY ACT

Certificate of
Incorporation No.535791

SPECIAL RESOLUTION

The following special resolution was passed by the undermentioned company on the date stated:

Name of Company: **Mandalay Resources Corporation**

Date Resolution Passed: January 27, 2000

RESOLUTION:

"RESOLVED AS A SPECIAL RESOLUTION THAT:

That the existing articles of the Company be cancelled and that the form of articles attached hereto be adopted as the articles of the Company in substitution for, and to the exclusion of the existing articles of the Company."

Certified a true copy, February 3, 2000.

(Signature) _____
(Relationship to Company) Solicitor

