

CANADA:
Province of British Columbia.



No. 202,429

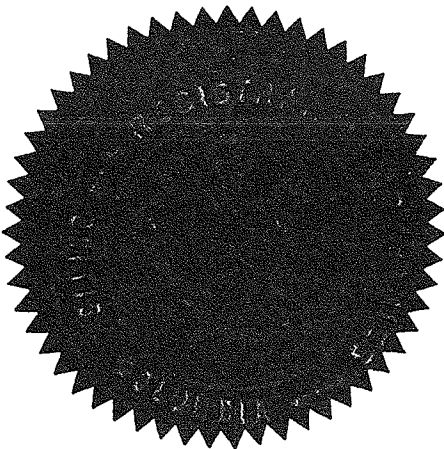
"Companies Act"

I hereby certify that

BEAU PRE EXPLORATIONS LTD.

has this day been incorporated under the "Companies Act."

GIVEN under my hand and Seal of office at Victoria,
Province of British Columbia, this -3rd- day
of January, one thousand nine
hundred and eighty

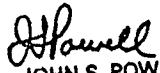


Deputy Registrar of Companies.

JAN 26 1996

FORM 21
(Section 371)

Certificate of
Incorporation
No. 202429

18 
JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

COMPANY ACT

SPECIAL RESOLUTION

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

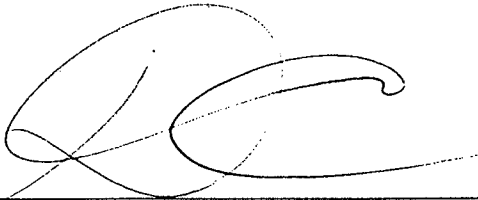
Name of Company: **BEAU PRE EXPLORATIONS LTD.**
Date resolution passed: May 2, 1989
Resolution:

RESOLVED, as a Special Resolution, that:

- A. the authorized capital of the Company be increased from Ten Million (10,000,000) Common Shares without par value to Fifty Million (50,000,000) Common Shares without par value
- B. paragraph two of the memorandum of the Company be altered by deleting it in its entirety and substituting the following therefor:
 - "2. The authorized capital of the Company consists of FIFTY MILLION (50,000,000) Common Shares without par value.

THE MEMORANDUM AS ALTERED IS ATTACHED AS SCHEDULE "A".

Certified a true copy the 19th of January, 1996.



Signature
Relationship to Company: Solicitor

SCHEDULE "A"

ALTERED MEMORANDUM (as altered by Special Resolution dated May 2, 1989)

I wish to be formed into a Company with limited liability under the Company Act (British Columbia) in pursuance of this Memorandum.

1. The name of the Company is "BEAU PRE EXPLORATIONS LTD.".
2. The authorized capital of the Company consists of FIFTY MILLION (50,000,000) Common Shares without par value.