

Delaware

The First State

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FILED # C636-65

MAR 22 2002

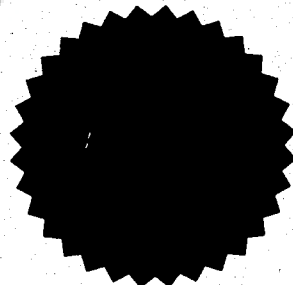
IN THE OFFICE OF
DeWitt
DEW HELLER SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NEWMONT GOLD COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "NEWMONT MINING CORPORATION" UNDER THE NAME OF "NEWMONT GOLD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF FEBRUARY, A.D. 2002, AT 9:31 O'CLOCK A.M.

100 West Liberty Street
Tenth Floor
Post Office Box 3237
Reno, Nevada 89505

Hale Lane Peek
Dennison and Howard



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0623413 8100M

AUTHENTICATION: 1647087

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020149332

DATE: 03-05-02

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FROM

(FRI) 2:15'02 9:14/ST. 9:31 AM 02/15/2002
STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 09:31 AM 02/15/2002
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NEWMONT GOLD COMPANY

WITH AND INTO

NEWMONT MINING CORPORATION

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Newmont Mining Corporation, a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation owns all of the outstanding shares of each class of stock of Newmont Gold Company, a Delaware corporation incorporated on the 23rd day of February, 1988, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on November 13, 2001, determined to merge into itself said Newmont Gold Company, by the adoption thereof:

RESOLVED, that the Corporation will merge, and upon the effectiveness of such merger, does merge, into itself, its wholly owned subsidiary, Newmont Gold Company, and assumes all of the obligations of Newmont Gold Company; and further

RESOLVED, that said merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware or at such other time as such Certificate of Ownership and Merger shall specify pursuant to Section 103(d) of the General Corporation Law of the State of Delaware; and further

RESOLVED, that upon effectiveness of said merger, the name of the Corporation shall be changed to "Newmont Gold Company" and Article First of the Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

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"First: The name of this Corporation is Newmont Gold Company."

RESOLVED, that except for the foregoing amendment to Article First, said Restated Certificate of Incorporation shall remain unchanged by the merger and in full force and effect until further amended in accordance with the Delaware General Corporation Law; and further

RESOLVED, that the proper officers of the Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge Newmont Gold Company and to assume its obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and change of name.

THIRD: That this Certificate of Ownership and Merger shall be effective on its filing with the Secretary of State of the State of Delaware.

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FROM

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IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by a duly authorized officer this **15th** day of February, 2002.

NEWMONT MINING CORPORATION

By: 

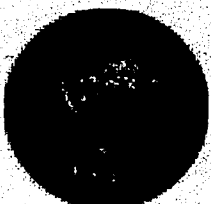
Name: Britt D. Banks

Title: Vice President, General Counsel
and Secretary

COOPER

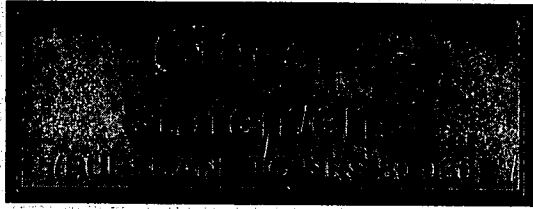
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DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708



Office Use Only:

FILED # C636-65

MAR 22 2002

Important: Read attached instructions before completing form.

- Remit in Duplicate -

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

1. Name of corporation (provide modified name also if filed pursuant to 80.025):

Newmont Mining Corporation

(currently on file in Nevada)

2. State of incorporation: Delaware

3. Changes reflected by filing of document:

(check the appropriate spaces and/or describe under "other")

Name

Stock

Purpose

Dissolution

Merger (if survivor is qualified in Nevada and the articles were amended within the merger)

Other (specify changes):

4. Signature (must be signed by an officer of the corporation):

Ardis Young

Signature of Officer Making Statement

Ardis Young

Assistant Secretary

Title of Officer

* Submit this form with either a certified copy of or a certificate evidencing the filing of any document amendatory or otherwise relating to the original articles in the place of the corporations creation.

IMPORTANT: Failure to include any of the above information and remit with the proper fees may cause this filing to be rejected.

COPIES

REQUESTED BY
Hale Laso Peck et al
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed
in this office

2002 APR -1 AM 9: 38

MAR 22 2002 SEAL

LINDA SLATER
RECORDER

\$19⁰⁰ PAID *ko* DEPUTY

By *Dean Heller*
Dean Heller

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