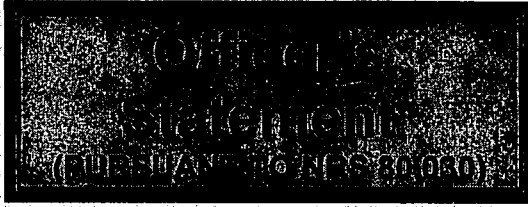


DEAN HELLER
Secretary of State

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



Office Use Only: **FILED # C 636-65**

MAR 22 2002

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

Important: Read attached instructions before completing form.

- Remit in Duplicate -

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

Newmont Gold Company

(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.

Delaware

PAGE 1

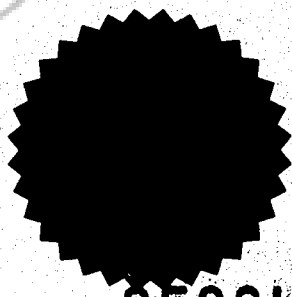
The First State

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 AMENDMENT OF "NEWMONT GOLD COMPANY", CHANGING ITS NAME FROM "NEWMONT GOLD COMPANY" TO "NEWMONT USA LIMITED", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2002, AT 12 O'CLOCK P.M.

FILED # C636-65

MAR 22 2002

IN THE OFFICE OF
Don Hill
DEAN HELLER SECRETARY OF STATE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0623413 8100

0588419

AUTHENTICATION: 1630441

020123245

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DATE: 02-25-02

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
of
NEWMONT GOLD COMPANY
A DELAWARE CORPORATION**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED 12:00 PM 02/22/2002
020122404 - 0623413

Newmont Gold Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation (this "Amendment") and declaring this Amendment advisable.

SECOND: That this Amendment was duly approved and adopted by the sole stockholder of the issued and outstanding stock of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 and Section 242 of the DGCL.

THIRD: The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article I in its entirety and inserting in lieu thereof the following new language:

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

"Newmont USA Limited"

FOURTH: That this Certificate of Amendment shall be effective on its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by a duly authorized officer this 22nd day of February, 2002.

NEWMONT GOLD COMPANY

By: *[Signature]*
Name: Britt D. Banks
Title: Vice President and Secretary

02 FEB 22 2002

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COPY

REQUESTED BY
Hal Lase Peet 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 9:40

MAR 25 2002

LINDA SLATER
RECORDER

17 PAID *K2* DEPUTY

SEAL

Dean Heller
Dean Heller
BY *O. Garner*

0538419

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