

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

TILCON MINERALS INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Tilcon Minerals Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is March 8, 1979* and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 229 South State Street, Dover, Delaware 19901

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3-A, 101 Dyer St., Providence RI and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Non-operating company holding real estate

*Amended July 27, 1981

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Gordon L. Lee	Director	Conyngham Hall, Knarborough, North Yorkshire, England
Angelo Tomasso Jr.	Director	Black Rock Ave., New Britain CT 06050
Charles W. McDonald	Director	Black Rock Ave., New Britain CT 06050

<u>Name</u>	<u>Office</u>	<u>Address</u>
Gordon L. Lee	President	Conyngham Hall, Knarborough, North Yorkshire, England
Angelo Tomasso Jr.	Vice President	Black Rock Ave., New Britain CT 06050
Charles W. McDonald	Secretary	Black Rock Ave., New Britain CT 06050
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common		\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$8,570,300.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 643,300.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$80,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$2,000.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 24, 1983

TILCON MINERALS INC.

[Exact Corporate Name of Corporation Making Application]

By

Its Vice President

and

Its Secretary

STATE OF Connecticut

COUNTY OF Hartford

} Sc.

At New Britain in said County on the 24th day
of October 1983, before me personally appeared
Charles W. McDonald, who being by me first duly sworn, declared that
he is the Secretary of Tilcon Minerals Inc.,
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

Ronald J. Combs

Notary Public

(NOTARIAL SEAL)

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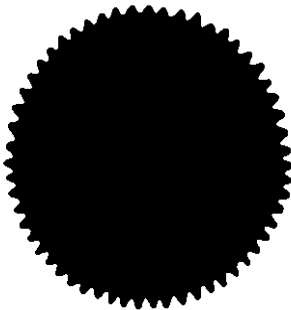



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "TILCON-WARREN MINERALS INC." filed in this
office the eighth day of March A.D. 1979, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twelfth *day*
of October *in the year of our Lord*
one thousand nine hundred and eighty-three




Glenn C. Kenton, Secretary of State