



NUMBER: 330745

**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

I Hereby Certify that

MAJOR GENERAL RESOURCES LTD.

has this day changed its name to

COMMANDER RESOURCES LTD.

*Issued under my hand at Victoria, British Columbia
on May 03, 2002*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

MAY - 3 2002

Certificate of
Incorporation No. 330745

20

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: **MAJOR GENERAL RESOURCES LTD.**

Date Resolution Passed: **April 12, 2002**

"RESOLVED, as a Special Resolution, that:

1. The name of the Company be changed from "Major General Resources Ltd." to **"COMMANDER RESOURCES LTD."**
2. Paragraph 1 of the Memorandum of the Company be altered to read as follows:

"1. The name of the Company is " **COMMANDER RESOURCES LTD.**"
3. The Company's authorized share capital be consolidated on a three (3) for one (1) basis, reducing its authorized share capital from 100,000,000 common shares without par value of which 51,946,495 common shares are issued and outstanding, to 33,333,333.3 common shares without par value of which 17,315,498.3 common shares will be issued and outstanding.
4. The Company change its authorized share capital by increasing its post consolidated common shares from 33,333,333.3 common shares without par value to 100,000,000 common shares without par value and by creating 25,000,000 reorganization shares without par value;
5. Paragraph 2 of the Memorandum of the Company be altered to read as follows:

"2. The authorized capital of the Company consists of One Hundred Twenty-Five Million (125,000,000) shares divided into:

 - (a) One Hundred Million (100,000,000) Common Shares without par value; and
 - (b) Twenty-Five Million (25,000,000) Reorganization Shares without par value."
 6. Paragraphs 3 and 4 be added to the Memorandum of the Company as follows:

"3. The Common Shares without par value and the Reorganization Shares without par value shall have attached thereto the special rights and restrictions set forth in the Articles of the Company.

4. The Articles of the Company be amended by adding the following as part 26 thereof:

PART 26

SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE REORGANIZATION SHARES WITHOUT PAR VALUE

The Reorganization Shares without par value (the "Reorganization Shares") shall have attached thereto the following special rights and restrictions:

26.1 Dividends

Subject to the prior rights of the holders of any shares of the Company ranking in priority to the Reorganization Shares, the holders of Reorganization Shares will be entitled to receive, if, as and when declared by the board of directors of the Company, non-cumulative dividends in an amount or amounts to be determined by the board of directors from time to time.

26.2 Redemption

Subject to the rights, privileges, restrictions and conditions attaching to any shares of the Company ranking in priority to the Reorganization Shares, with or without notice, the Company may redeem at any time any of the then outstanding Reorganization Shares on payment in cash or property for each Reorganization Share of an amount equal to the aggregate redemption value thereof (the "Reorganization Share Redemption Amount"), and the Board of Directors may authorize any person to conclusively determine the Reorganization Share Redemption Amount at any time, such determination to be evidenced by a certificate of such person. The Reorganization Share Redemption Amount will be the specified amount for the purposes of the Income Tax Act (Canada), as amended.

26.3 Rights Upon Liquidation, Dissolution or Winding-Up

In the event of any dissolution, liquidation or winding-up of the Company, the holders of Reorganization Shares shall be entitled to receive from the property or assets of the Company an amount equal to the Reorganization Share Redemption Amount, together with all declared and unpaid dividends thereon. Subject to the prior rights of any shares of the Company ranking in priority to the Reorganization Shares, such payment or distribution shall be made prior to the payment of any amount or the distribution of any property or assets of the Company to the holders of any other shares ranking junior to the Reorganization Shares. Upon payment to the holders of record of the Reorganization Shares on the date of distribution of the amount so payable to them, such holders shall not be entitled to share in any further distribution of the property or assets of the Company.

26.4 Voting Rights

Subject to the provisions of Article 26.5, the holders of the Reorganization Shares shall not be entitled to receive notice of or to attend or vote at any meeting of members of the Company.

26.5 Modification, Amendment and Variation of Rights or Provisions

The provisions attaching to the Reorganization Shares may be repealed, altered, modified or amended but only with the prior approval of the holders of the Reorganization Shares given by an instrument in writing by the holders of all Reorganization Shares outstanding or by a resolution passed by at least 75 % of the votes cast at a meeting of the holders of the Reorganization Shares called for such purpose. Such requirement for the approval of the holders of the Reorganization Shares shall be in addition to any vote, authorization, confirmation or approval as may then be required by applicable law.


26.6 Priority

The Reorganization Shares shall rank junior to the Common Shares of the Company and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Common Shares.

7. Pursuant to Section 217 of the Company Act, that the Memorandum of the Company be altered as set out on the Schedule attached to this Resolution.

Certified a true copy the 24th day of April, 2002

Signature


Assistant Secretary

MAYNARD E. BROWN
Barrister & Solicitor

Name - Please Print **1650-899 WEST HASTINGS STREET**
VANCOUVER, B.C., V6C 2W2
PH: 604-633-4361 FAX: 604-682-7430

SCHEDULE "A"

"COMPANY ACT"

(As Altered by a Special Resolution passed April 12, 2002)

ALTERED MEMORANDUM

I wish to be formed into a company with limited liability under the "Company Act" in pursuance of this Memorandum

1. The name of the Company is **"COMMANDER RESOURCES LTD."**
2. The authorized capital of the Company consists of One Hundred Twenty-Five Million (125,000,000) shares divided into:
 - (a) One Hundred Million (100,000,000) Common Shares without par value; and
 - (b) Twenty-Five Million (25,000,000) Reorganization Shares without par value.
3. The Common Shares without par value and the Reorganization Shares without par value shall have attached thereto the special rights and restrictions set forth in part 26 of the Articles of the Company.

DUPLICATE

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

330745



Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

CERTIFIED TRUE COPY
OF A PHOTO COPY

COMPANY ACT

David J. McCue
DAVID J. McCUE
SOLICITOR FOR THE COMPANY

Certificate

I HEREBY CERTIFY THAT
NO. 94 SAIL VIEW VENTURES LTD.

HAS THIS DAY CHANGED ITS NAME TO THE NAME

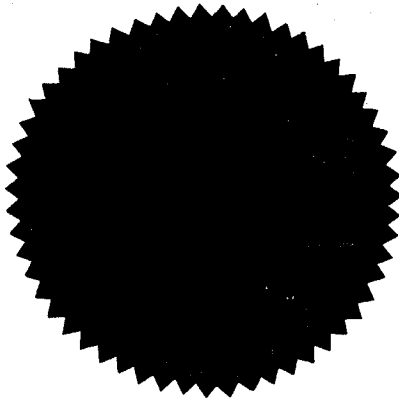
MAJOR GENERAL RESOURCES LTD.

Chang
GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 11TH DAY OF SEPTEMBER, 1987

B. BECKWITH
ASST. DEPUTY REGISTRAR OF COMPANIES



CERTIFIED TRUE COPY
OF A PHOTOCOPY

FORM 21
(Section 371)


DAVID J. McCUE
SOLICITOR FOR THE COMPANY

PROVINCE OF BRITISH COLUMBIA

COMPANY ACT

Cert. of Incorporation 330745

SPECIAL RESOLUTION

The following special resolutions were passed by the undermentioned Company on the date stated:

Name of Company: NO. 94 SAIL VIEW VENTURES LTD. ✓

Date resolutions passed: September 9, 1987 ✓

Resolution:

"RESOLVED, as special resolutions, that:

247. The name of the Company be changed from "NO. 94 SAIL VIEW VENTURES LTD." to "MAJOR GENERAL RESOURCES LTD." ✓

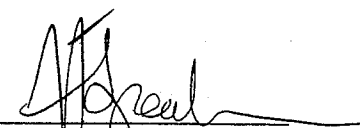
241. Item 1 of the Memorandum of the Company be changed to read:

The name of the Company is "MAJOR GENERAL RESOURCES LTD."

254(1) 241. The capital of the Company be altered by increasing the authorized capital of the Company from 10,000 Common shares without par value to 20,000,000 Common shares without par value.

241. 4. The Memorandum as altered by these resolutions be in the form attached hereto and marked Schedule "A", so that the Memorandum as altered shall at the time of filing comply with the Company Act."

CERTIFIED a true copy the 9th day of September, 1987.


FILED AND REGISTERED
9-10-87 E504
SEP 11 1987
M. A. Jorre de St. Jorre
REGISTRAR OF COMPANIES

SCHEDULE "A"

MEMORANDUM

ALTERED

(As altered by special resolutions
dated the 9th day of September, 1987) ✓

of

MAJOR GENERAL RESOURCES LTD.

1. The name of the Company is "MAJOR GENERAL RESOURCES LTD." ✓
2. The authorized capital of the Company consists of Twenty Million (20,000,000) Common shares without par value. ✓

FILED AND REGISTERED

SEP 11 1987

M. A. Jorre de St. Jorre
REGISTRAR OF COMPANIES

DUPLICATE

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER
330745



CERTIFIED TRUE COPY
OF A PHOTOCOPY

Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

A handwritten signature in dark ink, appearing to read "David J. McCue".

DAVID J. McCUE
SOLICITOR FOR THE COMPANY

COMPANY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

NO. 94 SAIL VIEW VENTURES LTD.

changed

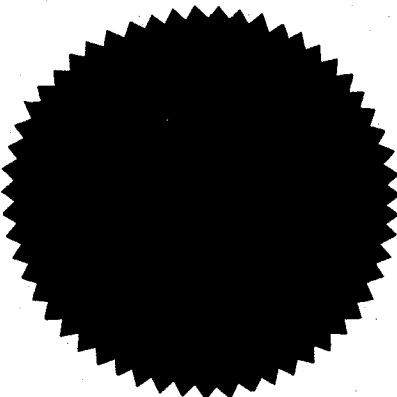
HAS THIS DAY BEEN INCORPORATED UNDER THE COMPANY ACT

GIVEN UNDER MY HAND AND SEAL OF OFFICE

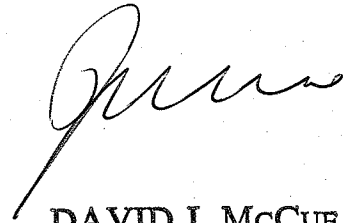
AT VICTORIA, BRITISH COLUMBIA,

THIS 23RD DAY OF JULY, 1987

ROBERTA J. LOWDON
DEPUTY REGISTRAR OF COMPANIES



CERTIFIED TRUE COPY
OF A PHOTOCOPY



DAVID J. McCUE
SOLICITOR FOR THE COMPANY

FORM 1
(Section 5)
COMPANY ACT
MEMORANDUM

of

ALTERED


NO. 94 SAIL VIEW VENTURES LTD.

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

1. The name of the Company is NO. 94 SAIL VIEW VENTURES LTD. ✓
2. The authorized capital of the Company consists of Ten Thousand (10,000) Common shares without par value.
3. I agree to take the number and kind and class of shares in the Company set opposite my name.

Full Name, Resident Address and
Occupation of Subscriber

Number [Kind and Class] of
Shares Taken


JAMES A. SPEAKMAN

#205 - 2772 Spruce Street
Vancouver, B.C.
V6H 2R2

Solicitor

One (1) Common share
without par value

TOTAL SHARES TAKEN:

One (1) Common share
without par value

DATED as of the 20th day of July, 1987.

