

State of Delaware



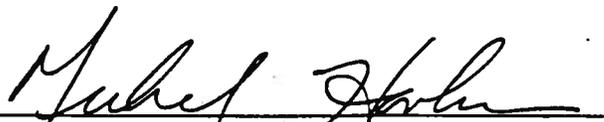
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF OWNERSHIP OF THE "FREEPORT-MCMORAN GOLD COMPANY" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "SE ACQUISITION CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF MARCH, A.D. 1990, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE



720127077


 Michael Harkins, Secretary of State

AUTHENTICATION: 2645533
 DATE: 05/07/1990

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State of Delaware

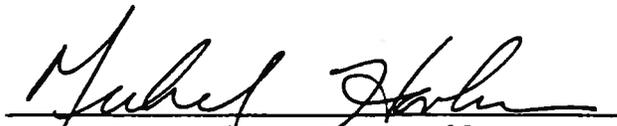


Office of Secretary of State

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID
"FREEPORT-MCMORAN GOLD COMPANY", HAS RELINQUISHED ITS CORPORATE
TITLE AND ASSUMED IN PLACE THEREOF "SE ACQUISITION CORPORATION"



720127077


Michael Harkins, Secretary of State

AUTHENTICATION: 2645533

DATE: 05/07/1990

3-26-90

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SE ACQUISITION CORPORATION

WITH AND INTO

FREEPORT-McMoRan GOLD COMPANY

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

SE Acquisition Corporation, a Delaware corporation
(the "Corporation"), HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation
incorporated on February 16, 1990, under the laws of the
State of Delaware.

SECOND: At least 90 percent of the outstanding
shares of Common Stock of Freeport-McMoRan Gold Company, a
corporation incorporated on January 26, 1978, under the laws
of the State of Delaware ("Survivor") is owned by the
Corporation.

THIRD: The Corporation, by the following
resolutions of its Board of Directors, duly adopted by
unanimous written consent of its members, filed with the
minutes of its Board of Directors, as of March 26, 1990,
determined to merge the Corporation with and into Survivor.

WHEREAS, the Corporation has entered into an
Agreement and Plan of Merger dated February 20, 1990 (the
"Merger Agreement") copies of which are available at the
principal offices of the Corporation located at c/o Shearman
& Sterling, 599 Lexington Avenue, New York, New York:

RESOLVED, that the Corporation merge (the "Merger")
with and into Freeport-McMoRan Gold Company, a Delaware
corporation ("Survivor");

RESOLVED, that the Merger shall become effective at the time (the "Effective Time") of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law");

RESOLVED, that, at the Effective Time, the separate existence of the Corporation shall cease, the Corporation shall be merged with and into Survivor, which shall be the surviving corporation (the "Surviving Corporation"), and the Surviving Corporation, without further action, shall possess all the property, rights, privileges, powers and franchises, public and private, of both Survivor and the Corporation and shall be subject to all the debts, liabilities and duties of both Survivor and the Corporation;

RESOLVED, that, commencing at the Effective Time, the name of the Surviving Corporation shall be "SE Acquisition Corporation";

RESOLVED, that the Certificate of Incorporation of the Survivor, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation, except that, at the Effective Time, the Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety, so that it will read as set forth in Annex A hereto;

RESOLVED, that the By-Laws of the Corporation, as in effect immediately prior to the Effective time, shall be the By-Laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation and such By-Laws;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$0.10 per share, of Survivor (a "Share") which is issued and outstanding immediately prior to the Effective Time (other than any Shares held in the treasury of Survivor and any Shares owned by the Corporation, Minorco, a company incorporated in Luxembourg as a Société Anonyme ("Parent"), or any direct or indirect wholly owned subsidiary of Parent or of the Corporation) shall be deemed cancelled and shall be deemed converted automatically into the right to receive an amount equal to \$17.00 in cash (the "Merger Consideration") payable to the holder of such Share, without interest, upon surrender of the certificate formerly representing such Share in the manner set forth in the Merger Agreement;

RESOLVED, that, at the Effective Time, Shares that are issued and outstanding immediately prior to the Effective Time and which are held by stockholders who have not voted in favor of the Merger or consented thereto in writing and who shall have properly demanded in writing appraisal for such Shares in accordance with Section 262 of the General Corporation Law (collectively, the "Dissenting Shares") shall not be converted into or represent the right to receive the Merger Consideration but such stockholders shall be entitled to receive payment of the appraised value of such Shares in accordance with the provisions of such Section 262, except that any Dissenting Shares held by stockholders who shall have failed to perfect or shall have effectively withdrawn or lost their rights to appraisal of such Shares under such Section 262 shall be deemed to have been converted into and to have become exchangeable for, as of the Effective Time, the right to receive the Merger Consideration, without any interest thereon, upon surrender of the certificate or certificates formerly evidencing such Shares;

RESOLVED, that, at the Effective Time, each Share that is issued and outstanding immediately prior to the Effective Time and which is held in the treasury of Survivor or owned by the Corporation, Parent or any direct or indirect wholly owned subsidiary of Parent or of the Corporation, shall be deemed cancelled without any conversion thereof and no payment or distribution shall be made with respect thereto;

RESOLVED, that, at the Effective Time, each share of Common Stock of the Purchaser, par value \$0.01 per share, which is issued and outstanding immediately prior to the Effective Time, shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of the Common Stock, par value \$0.01 per share, of the Surviving Corporation;

RESOLVED, that the directors of the Corporation immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation, and the officers of the Survivor immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified; and

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

FOURTH: The Merger has been approved by all the outstanding stock of the Corporation entitled to vote thereon, acting by written consent and without prior notice in accordance with Section 228 of the General Corporation Law.

IN WITNESS WHEREOF, SE ACQUISITION CORPORATION has caused this certificate to be signed by Reuben Richards, its President, and attested by Michael D. Fricklas, its Secretary, this 26th day of March , 1990.

SE ACQUISITION CORPORATION

By R.F. Richards
Title:

ATTEST:

Michael D. Fricklas
Secretary

CERTIFICATE OF INCORPORATION
OF
SE ACQUISITION CORPORATION

ARTICLE I

Name

The name of the corporation is SE Acquisition Corporation (the "Corporation").

ARTICLE II

Registered Office and Registered Agent

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE III

Corporate Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE IV

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1000 all of which shall be shares of Common Stock, par value \$.01 per share.

ARTICLE V

Directors

(1) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the By-laws of the Corporation.

(2) To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VI

By-laws

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

ARTICLE VII

Reorganization

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the

said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Certificate of Incorporation are subject to this reservation.

ARTICLE IX

Incorporator

The name and mailing address of the incorporator is:

<u>NAME</u>	<u>Mailing Address</u>
Michael T. Schaffield	200 Park Avenue New York, New York 10017

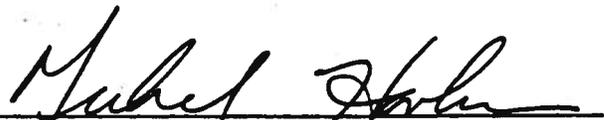
State of Delaware

Office of Secretary of State

I, MICHAEL HARKINS, 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 SE ACQUISITION CORPORATION FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 1990, AT 3 O'CLOCK P.M.



720127078


Michael Harkins, Secretary of State

AUTHENTICATION: 2645542

DATE: 05/07/1990

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SE ACQUISITION CORPORATION

4-12-90

SE ACQUISITION CORPORATION, a Delaware corporation (the "Corporation"), HEREBY CERTIFIES AS FOLLOWS:

1. The name of the Corporation is SE Acquisition Corporation. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was January 26, 1978 as Freeport Gold Company. The Certificate of Incorporation was amended on May 9, 1985 to change the name of the Corporation to Freeport-McMoRan Gold Company. Pursuant to a Certificate of Ownership and Merger filed on March 26, 1990, the Certificate of Incorporation of the Corporation was amended and the name of the Corporation was changed to SE Acquisition Corporation.

2. This Certificate of Amendment sets forth an amendment to the Certificate of Incorporation of the Corporation which was duly adopted by the written consent of the sole stockholder of the Corporation entitled to vote thereon in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

3. Article I of the Certificate of Incorporation is hereby amended in full to be and read as follows:

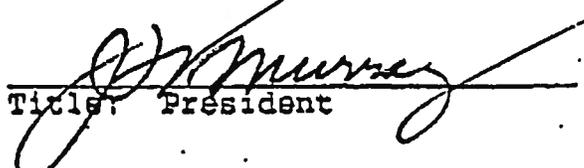
"ARTICLE I
Name

The name of the corporation is Independence Mining Company Inc. "

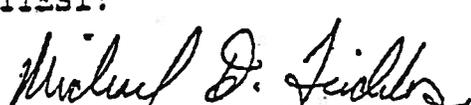
IN WITNESS WHEREOF, SE ACQUISITION CORPORATION has caused this certificate to be signed by Joseph W. Murray, its President, and attested by Michael D. Fricklas, its Secretary, this 10 day of April, 1990.

SE ACQUISITION CORPORATION

By


Title: President

ATTEST:


Secretary

State of Delaware



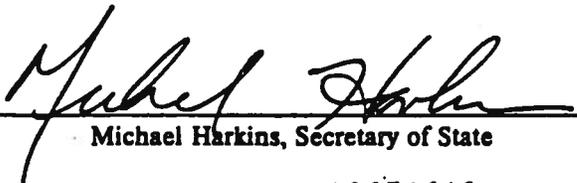
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY INDEPENDENCE MINING COMPANY INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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720135007


Michael Harkins, Secretary of State

AUTHENTICATION: 12654643

DATE: 05/15/1990