



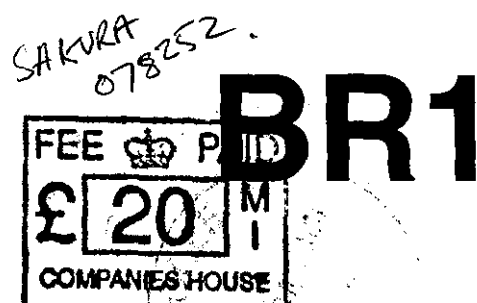
**Companies House**  
for the record

CHFP000

This form should be completed in black.

**Return delivered for registration of a branch of  
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)



For office  
use only

CN

FE 22806

BN

BR 5767

Corporate name  
(See note 5) (name in parent state)

Business name  
(if different to corporate name)

Country of Incorporation

Identity of register  
(if applicable)

Legal form  
(See note 3)

MITSUI & CO PRECIOUS METALS INC

UNITED STATES OF AMERICA

SECRETARY OF STATE OF DELAWARE

and registration no. 32050977

LIMITED BY SHARES



ED6 \*E7GN3UG2\* 0100  
COMPANIES HOUSE 09/11/00  
A01 U011  
COMPANIES HOUSE 03/11/00

**PART A - COMPANY DETAILS**

1

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

SECTION 101 GENERAL CORPORATION LAW OF DELAWARE

Accounting  
requirements

Period for which the company is required to prepare accounts by  
parent law. from JANUARY 1 to DECEMBER 31

Period allowed for the preparation and public disclosure of accounts  
for the above period NO PUBLIC DISCLOSURE months

(02/00)

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

Objects of company

Issued share capital

200 PARK AVENUE

NEW YORK, 10166 USA

PLEASE SEE CERTIFICATE OF INCORPORATION

15,000 SHARES

Currency US DOLLARS

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

\* Style / Title N / A

Forenames

Surname

\* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

\* Style / Title N / A

Forenames

Surname

\* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

(You may photocopy this page if required)

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of  
business in home country

200 PARK AVENUE

NEW YORK, 10166 USA

Objects of company

GENERAL TRADING COMPANY

Issued share capital

15,000 SHARES

Currency US DOLLARS

Company Secretary(ies)

(See note 10)

Name

\* Style / Title N/A

Forenames

Surname

\* Honours etc.

Previous Forenames

Previous surname

Address

Post town

County / Region

Postcode

Country

\* Voluntary details

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

Company Secretary(ies)

(See note 10)

Name

\* Style / Title N/A

Forenames

Surname

\* Honours etc.

Previous Forenames

Previous surname

\* Voluntary details

Address

Post town

County / Region

Postcode

Country

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

(You may photocopy this page  
if required)

## Directors

(See note 10)

### Name

\* Style / Title MR

Forenames ROBERT TIMOTHY

Surname GARDINER

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town 30 PRYER LANE

County / Region LARCHMONT, NEW YORK

Postcode 10538 Country USA

Day		Month		Year	
2	1	0	9	1	9
				6	1

Nationality CANADIAN

Business Occupation PRESIDENT & CHIEF OPERATIONS OFFICER

Other Directorships NONE

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

The extent of the authority to represent the company is :- (give details)  
TO REPRESENT THE COMPANY IS TO EXERCISE ALL  
CORPORATE POWERS AND AUTHORITY OF THE COMPANY  
(EXCEPT AT THE TIME OTHERWISE PROVIDED) BY LAW  
OR BY THE CERTIFICATE OF INCORPORATION OR BY THE  
BY LAWS

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

(You may photocopy this page as required)

**Directors**

(See note 10)

**Name**

\* Voluntary details

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title MRForenames MINORUSurname IKEDA

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Post town 3 NIMITZ PLACECounty / Region OLD GREENWHICH, CONNETICUTPostcode 06870 Country USA

Day		Month		Year	
0	4	0	2	1	9

Nationality JAPANESEBusiness Occupation SENIOR VICE PRESIDENTOther Directorships MITSUI & CO (USA) INC, MITSUI & CO  
COMMODITIES CORPORATION, MITAL CO, GINREI INC.

The extent of the authority to represent the company is :- (give details)

TO EXERCISE ALL CORPORATE POWERS AND AUTHORITY

OF THE COMPANY (EXCEPT AT THE TIME OTHERWISE

PROVIDED) BY LAW OR BY THE CERTIFICATE OF

INCORPORATION OR BY THE BY LAWS.

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

## Directors

(See note 10)

### Name

\* Style / Title MR

Forenames TETSUYA

Surname MATSUOKA

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

### Address

Post town 13-16-17 ZENPUKUJI

County / Region SUGINAMI-KU, TOKYO

Postcode \_\_\_\_\_ Country JAPAN

Date of Birth

Day	Month	Year
05	01	1945

Nationality JAPANESE

Business Occupation DIRECTOR

Other Directorships SEE ATTACHED LIST

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

The extent of the authority to represent the company is :- (give details)  
TO EXERCISE ALL CORPORATE POWERS AND AUTHORITY  
OF THE COMPANY (EXCEPT AT THE TIME PROVIDED) BY  
THE LAW OR BY THE CERTIFICATE OF INCORPORATION  
OF BY THE BY LAWS.

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

## Directors

(See note 10)

### Name

\* Style / Title MR

Forenames YOSHIO

Surname MORISHITA

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Post town 335 WIMBLEDON CENTRAL

County / Region 21/23 WORPLE ROAD, LONDON

Postcode SW19 4BJ Country ENGLAND

Date of Birth

Day	Month	Year
2	3	0
2	1	9
5	0	

Nationality JAPANESE

Business Occupation GENERAL MANAGER

Other Directorships SEE ATTACHED LIST

\_\_\_\_\_

\_\_\_\_\_

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)  
TO EXERCISE ALL CORPORATE POWERS AND AUTHORITY  
OF THE COMPANY (EXCEPT AT THE TIME OTHERWISE  
PROVIDED) BY LAW, OR BY THE CERTIFICATE OF  
INCORPORATION OR BY THE BY LAWS.

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

# Mark box(es) as appropriate

(You may photocopy this page as required)

## Directors

(See note 10)

### Name

\* Style / Title MR

Forenames SATORU

Surname OGAWA

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Post town 46-2-2 MATSUGAYA HACHIOJI

County / Region TOKYO

Postcode \_\_\_\_\_ Country JAPAN

	Day	Month	Year
Date of Birth	27	12	1947

Nationality JAPANESE

Business Occupation DIRECTOR

Other Directorships SEE ATTACHED LIST

\_\_\_\_\_

\_\_\_\_\_

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)  
EXERCISE ALL THE CORPORATE POWERS AND AUTHORITY  
OF THE COMPANY (EXCEPT AT THE TIME OTHERWISE  
PROVIDED) BY LAW OR BY THE CERTIFICATE OF  
INCORPORATION OR BY THE BY LAWS

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-  
(Give name(s) of co-authorised person(s))

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\* Voluntary details

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

# Mark box(es) as appropriate

(You may photocopy this page as required)



## Directors

(See note 10)

### Name

\* Style / Title MR

Forenames KAZUO

Surname TASAKA

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

### Address

Post town 1-36-22-567 TAKADA

County / Region TOSHIMA KU, TOKYO

Postcode \_\_\_\_\_ Country JAPAN

Date of Birth

Day	Month	Year
27	12	1947

Nationality JAPANESE

Business Occupation GENERAL MANAGER

Other Directorships PLEASE SEE ATTACHED

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)  
TO EXERCISE ALL CORPORATE POWERS AND AUTHORITY  
OF THE COMPANY (EXCEPT AT THE TIME OTHERWISE  
PROVIDED) BY LAW OR BY THE CERTIFICATE OF  
INCORPORATION OR BY THE BY LAWS

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorized person(s))

# Mark box(es) as appropriate

(You may photocopy this page as required)

**Mitsui & Co. Precious Metals, Inc.**

Director Information

Name	Address	Occupation	Nationality	D.O.B.	Other Directorships
R. Timothy Gardiner	30 Pryer Lane Larchmont, NY 10538, USA	President & COO Mitsui & Co. Precious Metals, Inc.	Canadian	21 Sep 61	
Minoru Ikeda	3 Nimitz Place Old Greenwich, CT 06870, USA	SVP & GM of Metals Dept. Mitsui & Co. (U.S.A.), Inc.	Japanese	4 Feb 52	Mitsui & Co. Commodities Corp. Mitalco Inc. Ginrei Inc.
F. Tetsuya Matsuoka	3-16-17, Zempukuji, Suginami-ku, Tokyo, Japan	Director & COO, Non-Ferrous Metals Group Mitsui & Co., Ltd.	Japanese	5 Jan 45	The International Metals & Minerals Co., Ltd. Mitsui Aluminium Co., Ltd Sky Aluminium Co., Ltd. Nippon Amazon Aluminium Co., Ltd. Ube-Bussan Magnesium Co., Ltd. Mitalco Inc. Mitsui Bussan Metals Sales Co., Ltd. Japan Alunorte Investment Co., Ltd. Hyuga Smelting Co., Ltd. Toho Titanium Co., Ltd. Mitani (Thailand) Co., Ltd. Mitsui Bussan Commodities Ltd.
Yoshio Morishita	335 Wimbledon Central 21-33 Worple Road London SW19 4BJ, U.K.	GM of Metals Dept. Mitsui & Co. UK Plc	Japanese	23 Feb 50	Mitsui Bussan Commodities Ltd The International Metals and Minerals Company Ltd Mitsui Components Europe Ltd.
Satoru Ogawa	46-2-2 Matsugaya Hachioji	DGM, Commodity Trading &	Japanese	16 Apr 47	Mitsui Bussan Precious Metals

Tokyo, Japan	Risk Management Division Mitsui & Co., Ltd.	(Hong Kong) Ltd
Kazuo Tasaka 1-36-22-567 Takada Toshima-ku, Tokyo, Japan	GM, Commodity Trading & Risk Management Division Mitsui & Co., Ltd.	Japanese
		Mitsui Bussan Futures Ltd. Mitsui Bussan Precious Metals (Hong Kong) Ltd. Mitsui Bussan Commodities Ltd. Mitsui & Co. Commodities Corp.

## Constitution of company

(See notes 6 to 9)

# Mark box(es)  
as applicable

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company
- AND
- ☐ \* A certified translation
- \* is / ~~are~~ delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☐ A copy of the latest accounts of the company
- AND
- ☐ \* A certified translation N / A
- \* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (\* and certified translations)
- AND / OR
- ☐ The latest accounts (\* and certified translations) N / A
- of the company were previously delivered on the registration of the branch of the company at :-
- Cardiff ☐ Edinburgh ☐ Belfast ☐
- Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry. N / A

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

- ☐ The Constitutional documents (\* and certified translation)
- AND / OR
- ☐ Particulars of the current directors and secretary(ies) N / A

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

\* Style / Title MS

Forenames ANNE PATRICIA

Surname DENNISON

Address 70 COURT HILL

Post town SANDERSTEAD

County / Region SURREY Postcode CR2 9NA

Is # ☒ Authorised to accept service of process on the company's behalf

\* AND ~~AND~~

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

TO CARRY ON THE BUSINESS OF THE BRANCH INCLUDING

BUT NOT LIMITED TO NEGOTIATION TO ENTERING INTO

AND SIGNING CONTRACTS SUBJECT TO THE FOLLOWING

1) ALL CONTRACTS ABOVE US\$100,000,000 SIGNED

JOINTLY, 2) CHEQUES UP TO £10,000 SHALL BE SIGNED JOINTLY.

These powers :-

# ☐ May be exercised alone

OR

# ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

JOINT AUTHORITY TO BE EXERCISED WITH MR ANDREW

HUXTABLE (page 7)

**Persons authorised to represent the company or accept service of process**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title	MR
Forenames	ANDREW
Surname	HUXTABLE
Address	25 THE HAWTHORNS WHITEHALL ROAD
Post town	WOODFORD GREEN
County / Region	ESSEX
Postcode	IG8 0RN
Is # <input checked="" type="checkbox"/>	Authorised to accept service of process on the company's behalf
* AND/OR	
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business
The extent of the authority to represent the company is :- (give details)	
TO CARRY ON THE BUSINESS OF THE BRANCH,	
INCLUDING BUT NOT LIMITED TO NEGOTIATING,	
ENTERING INTO AND SIGNING CONTRACTS SUBJECT TO	
THE FOLLOWING 1) ALL CONTRACTS ABOVE US\$100,000,000	
TO BE SIGNED JOINTLY 2) AUTHORITY TO SIGN CHEQUES	
TO THE VALUE OF £10,000 JOINTLY WITH MS ANNE	
PATRICIA DENNISON.	
These powers :-	
# <input type="checkbox"/>	May be exercised alone
OR	
# <input checked="" type="checkbox"/>	Must be exercised with :-
(Give name(s) of co-authorised person(s))	
JOINT AUTHORITY TO BE EXERCISED WITH MS ANNE	
PATRICIA DENNISON (page 6)	

**Address of branch**

(See note 11)

Address	20 OLD BAILEY		
Post town	LONDON		
County / Region	ENGLAND	Postcode	EC4M 7QQ

**Branch Details**

(See note 12)

	Day	Month	Year
Date branch opened	01	11	2000
Business carried on at branch	TRADING IN PRECIOUS METALS		

**SIGNATURE**

Signed		
	(* Director / Secretary / Permanent representative)	
Date		
This form contains	6	continuation sheets. (DIRECTORS & DIRECTORSHIPS)

To whom should Companies House direct any enquiries about the information on this form?

Name	MRS SHUBHA NATH		
Address	20 OLD BAILEY		
	LONDON		
	Postcode	EC4M 7QQ	
Telephone	020 7822 0543	Extension	(0543)

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

**Companies House**  
Crown Way  
Cardiff  
CF14 3UZ

**Companies House**  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**Address of branch**

(See note 11)

Address 20 OLD BAILEY

Post town LONDON

County / Region ENGLAND Postcode EC4M 7QQ

**Branch Details**

(See note 12)

Date branch opened

Day		Month		Year	
0	1	1	1	2	0

Business carried on at branch TRADING IN PRECIOUS METALS

**SIGNATURE****Signed**

(Director / Secretary / Permanent representative)

**Date** 31 OCTOBER 2000

This form contains 6 continuation sheets: (DIRECTORS & DIRECTORSHIPS)

To whom should Companies House direct any enquiries about the information on this form?

Name MRS SHUBHA NATH

Address 20 OLD BAILEY

LONDON

Postcode EC4M 7QQ

Telephone 020 7822 0543 Extension (0543)

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

**Companies House**  
Crown Way  
Cardiff  
CF14 3UZ

**Companies House**  
37 Castle Terrace  
Edinburgh  
EH1 2EB



CT CORPORATION SYSTEM

September 8, 2000

Ms. Maureen Baker  
Mitsui & Co. USA Inc.  
200 Park Avenue  
New York, New York 10166

Re: MITSUI & CO. PRECIOUS METALS, INC.

Dear Ms. Baker:

Pursuant to instructions received, we enclose one certified copy of the Certificate of Incorporation for the above.

Thank you for this opportunity to be of service.

Very truly yours,



Lois J. Kelley  
Technical Specialist

no  
Enc.

Via: Federal Express  
Chg./2346566  
New York/Stefania Rocco

Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801  
Tel. 302 777 0210  
Fax 302 655 5049

A CCH LEGAL INFORMATION SERVICES COMPANY

Office of the Secretary of State

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MITSUI & CO. PRECIOUS METALS, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2000, AT 3:45 O'CLOCK P.M.



3250977 8100

001455001

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0665113

DATE: 09-08-00

CERTIFICATE OF INCORPORATION  
OF  
MITSUI & CO. PRECIOUS METALS, INC.

FIRST: The name of the Corporation is Mitsui & Co. Precious Metals, Inc.

SECOND: The Corporation's registered office in the State of Delaware is at 1209 Orange Street, Corporation Trust Center, Wilmington, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: 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 "GCL").

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is Thirty Thousand (30,000) shares of Common Stock, par value \$1.00 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

Name	Mailing Address
Keith F. Ewing	Mitsui & Co. (U.S.A.), Inc. 200 Park Avenue New York, New York 10166-0130

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders.

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and any vacancy or vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) The election of directors need not be by ballot.

(c) All corporate powers and authority of the Corporation (except at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws) shall be under the direction of the Board of Directors.

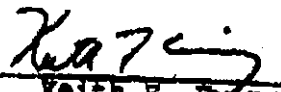
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:45 PM 07/17/2000  
001362150 - 3250977

- (d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the By-Laws of the Corporation, except to the extent that the By-Laws otherwise provide.

SEVENTH: The Corporation shall, to the fullest extent permitted by Section 145 of the GCL, as the same may be amended and supplemented, (i) indemnify all officers and directors of the Corporation from and against any and all expenses (including attorneys' fees), liabilities or other matters permitted by said section, and (ii) to the extent permitted by Section 145(e) of the GCL, as the same may be amended and supplemented, advance to each officer and director expenses (including attorneys' fees) incurred by such officers and directors in defending a civil or criminal action, suit or proceeding. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any rights of indemnification or advancement of expenses to which any officer or director may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity (provided such officer or director is acting in such other capacity at the request of the Corporation) while holding such offices, and shall continue as to persons who have ceased to be officers or directors of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such persons.

To the fullest extent permitted by the GCL, as the same may be amended and supplemented, 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.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware does make and file this Certificate hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his name this 17th day of July, 2000.

  
Keith F. Swing  
Incorporator

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC022806

Branch No. BR005767

The Registrar of Companies for England and Wales hereby certifies that  
MITSUI & CO. PRECIOUS METALS, INC.

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 10th November 2000

  
A. F. FLETCHER

For The Registrar Of Companies



C O M P A N I E S H O U S E