

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

SNOOSE ENERGY AND DEVELOPMENT, INC.

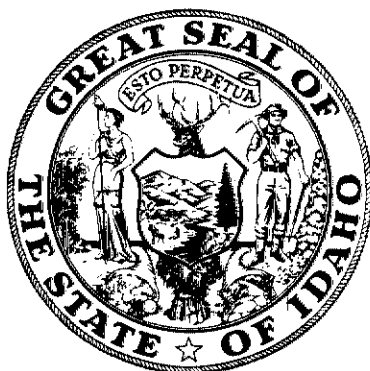
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

SNOOSE ENERGY AND DEVELOPMENT, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ **April 16** _____, 19 **81** _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APR 15 8 29 AM '81

SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION

OF

SNOOSE MINING COMPANY

(now Snoose Energy and Development, Inc.)

These revised Articles of Incorporation of Snoose Mining Company, now Snoose Energy and Development, Inc., supercede the original Articles of Incorporation of Snoose Mining Company and all amendments thereto:

ARTICLE I

NAME AND DURATION: The name of the Corporation is hereby changed from Snoose Mining Company to Snoose Energy and Development, Inc., and the period of the Corporation's duration shall be perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT: The address of the Registered Office of the Corporation, which may be changed by the Board of Directors, is 10198 Springdale Court, Boise, Idaho 83704, and the name of the Registered agent is Arthur Jensen, Jr.

ARTICLE III

PURPOSE: The primary purpose of the Corporation is to conduct a general business related to all aspects of mining and/or energy development, including but not limited to acquisition and disposition of properties or interests therein, ownership and operation of milling or other treatment facilities, and acquisition of interests in other energy or mining related entities; it shall, however, be the further purpose of the Corporation to engage in any and all other activities necessary or convenient to promote the interests of the Corporation or to enhance the value of its properties to the fullest extent permitted by law, and in furtherance of these purposes to exercise all powers now or hereafter granted or permitted by law, including the powers enumerated by the applicable laws of the State of Idaho relating to corporations.

ARTICLE IV

CAPITALIZATION: The total number of shares which the Corporation shall have authority to issue is Fifty Million (50,000,000) shares of common stock, having a par value of ten cents per share; said shares are all of the same class, shall not be divided into classes or issued in series, and shall have one vote each.

Any authorized, but unissued, stock of the Corporation may be sold or disposed of by the Board of Directors at such time, and on such terms and conditions in accordance with the law as the Board of Directors may determine. The Corporation may purchase its own shares to the extent of unreserved and unrestricted earned surplus available therefore.

ARTICLE V

VOTING AND SHAREHOLDERS RIGHTS: Each outstanding share of the common stock of the Corporation shall be entitled to one vote on any matter submitted to a vote at a duly scheduled meeting of the shareholders, each shareholder being entitled to vote his shares in person or by proxy executed in writing. At all elections for the directors each shareholder entitled to vote shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or distribute them among the number of directors to be voted for as he may see fit. The shareholders shall not have the preemptive right to acquire additional shares of the Corporation.

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS OF THE CORPORATION:

Section 1 - Shareholders' Meetings

An annual meeting of the shareholders of the Corporation shall be held at such time and place (as may be designated by the Board of Directors) during August of each year, the next annual meeting to be held August 28, 1982, for the purpose of electing directors and conducting such other business as may be necessary or appropriate.

Special meetings of the shareholders may be called by the Board of Directors, or upon demand by not less than one-tenth (1/10th) of all the shareholders entitled to vote at the meeting.

Notice of shareholders meetings shall be given not less than ten or more than fifty days before the date of the meeting by first class mail to the address of each shareholder as reflected on the corporate books.

Shareholders entitled to vote and represented at a duly scheduled or called meeting, in person or by proxy, shall constitute a quorum, and the affirmative vote of the majority of a quorum shall be the act of the shareholders.

Section 2 - Officers and Management

The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of such number from three to eleven as may be determined by the shareholders from time to time; until otherwise determined the number of directors shall be three. Directors need not be residents of this State or of the United States, and need not be shareholders in the Corporation.

At each annual meeting, the shareholders shall elect the directors to hold office until the next succeeding annual meeting and until their successors are duly elected and qualified. Vancancies in the Board of Directors may be filled by an affirmative vote of the remaining directors, provided that a director elected to fill a vancancy shall be elected for the unexpired term of his predecessor. Any director elected by reason of an increase in the number of directors shall hold office until the next annual meeting.

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such number of Vice Presidents as the Board of Directors may determine. The officers shall be elected from the Board of Directors by the Board of Directors, and one director may exercise and hold more than one office except that the offices of President and Secretary shall not be held by the same person.

Section 3 - Board of Directors - Meetings, Functions, and powers.

Meetings of the Board of Directors shall be held at any time and place designated by the Board of Directors or by at least three directors. Notice of such meetings shall be in the manner prescribed by the Board of Directors. A majority of directors holding office shall constitute a quorum for the transaction of business and the act of the majority of directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

The Board of Directors may define the duties of various officers; until such designation is made, the duties of the officers shall be those usually incumbent upon holders of such offices.

The Board of Directors may make provision for reasonable compensation of its members for their services as directors and establish the conditions upon which compensation shall be paid. Any director may also serve the Corporation in any other capacity and receive compensation for such other services. The Board of Directors shall have the power to adopt and amend By-Laws for governing the affairs of the Corporation, but need not do so, and unless and until By-Laws are adopted the affairs of the Corporation shall be governed solely by these Articles and provisions of applicable laws.

The Board of Directors may delegate certain duties in respect to the Corporation to the various officers, to committees of the Board of Directors, or to persons appointed or employed by the directors; may require and fix the amount and conditions of bonds from the various officers, agents and employees, and may define and fix the terms and conditions of employment of such other agents and employees.

The Board of Directors may sell, mortgage, or otherwise deal with, or dispose of the property of the Corporation, real

or otherwise, only in the usual and regular course of the corporations business, unless shareholders consent is obtained pursuant to Idaho law, and the Board of Directors shall have the power to fix and vary the amount to be reserved as working capital and to otherwise govern the affairs, financing and management of the Corporation as the Board, in its descretions, deems proper.

Section 4 - Books and Records

The Corporation shall keep adequate books and records and minutes of its meeting at its Registered Office or at such other suitable place as may be determined by the Board of Directors; such books and records as are necessary shall be maintained at branches of the Corporation anywhere in the world.

Names and addresses of each of the shareholders of record of the common stock of the Corporation shall be conclusively presumed to be in accordance with the stock ledger of the Corporation. Such shareholder shall have all rights usual to shareholders of a corporation, and as provided by applicable Idaho Law, except as otherwise provided herein.

ARTICLE VII

MISCELLANEOUS: These revised Articles of Incorporation were adopted pursuant to a resolution adopted by the Board of Directors of the Corporation that the specified amendments effected hereby be incorporated in the proposed restated Articles of Incorporation and be presented to the shareholders for a vote thereon, and were adopted by way of amendment to the original Articles of Incorporation by the shareholders on March 3, 1981 as of which date there were 988,208 shares outstanding, and 988,208 shares entitled to vote on said amendment; the number of shares voted in favor of such amendment was 721,096, and the number of shares voted against such amendment was

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Articles I through XII of the original Articles of Incorporation of the Corporation, as heretofore amended, are amended by adoption of this amendment and restatement and, therefore, except for the designated amendments these restated Articles of Incorporation correctly set

forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and these restated Articles of Incorporation together with the designated amendments supercede the original Articles of Incorporation and all amendments thereto.

In connection with adoption of the foregoing amendments, in order to effect the change in the amount of stated capital brought about thereby, and in order to effect any exchange, reclassification or cancellation of issued shares provided for by said amendment, the President and Secretary of the Corporation are hereby authorized and directed upon surrender of certificates representing one share of \$1.00 par value common stock, to issue to the record holder thereof certificates representing ten shares of ten cent par value common stock. The stated capital of the Corporation is increased by the foregoing amendments by a net total of \$4,000,000.00 i.e. from \$1,000,000.00 to \$5,000,000.00.

DATED March 3, 1981.


SECRETARY


VICE PRESIDENT

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

The undersigned, Vice President and Secretary respectively, of Snoose Mining Company, a corporation organized and existing under the laws of the State of Idaho, do hereby certify that at a special shareholders meeting of said Corporation properly called at the Heidelberg in Ketchum, Idaho at 10:00 o'clock a.m. on March 3, 1981, the foregoing amendments to and revisions of the Articles of Incorporation of said Corporation were adopted and

authorized by more than a fifty per cent of the outstanding and issued shares of said Corporation, which shares were properly represented and voted at said meeting; that said meeting was held pursuant to resolution of the Board of Directors setting forth the amendments and directing that they be submitted to a vote at a special meeting of shareholders, that written notice of said special meeting, which notice set forth the proposed amendments, was given to each shareholder of record entitled to vote thereon more than thirty days prior to the holding of said meeting by postage prepaid mail; the undersigned further certify that the foregoing amendments and revisions of the Articles of Incorporation of said corporation correctly set forth the amendments adopted by the shareholders and correctly state the date of adoption thereof, the number of shares outstanding, the number of shares voted for and against such amendment.

DATED March 31, 1981.


VICE PRESIDENT


SECRETARY

SUBSCRIBED AND SWORN to before me on March 31, 1981.

My Commission Expires:

4-1-81


NOTARY PUBLIC, Residing In:
ShC, Wk