

**CERTIFICATE OF INCORPORATION
OF**

SISU CONSTRUCTION AND MINING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 28, 1986



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
SISU CONSTRUCTION AND MINING COMPANY
PURSUANT TO IDAHO BUSINESS CORPORATION ACT

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SEC. OF STATE
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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, Adopted the following Articles of Incorporation:

I.

That the name of this corporation is and shall be SISU CONSTRUCTION AND MINING COMPANY.

II.

This corporation is formed under the Idaho Business Corporation Act to engage in the general mining business, and in each and every phase or part thereof, and in all other business lawful under said Act necessary or convenient to such general mining business and for such purpose or purposes shall have each and every power, without limitation, granted corporations by said Act.

III.

The term for which this corporation is to exist is perpetual.

IV.

The address of the registered office of the corporation is 1512 Lookout Drive, Coeur d'Alene, Idaho 83814, and VERN L. MARSCHALL is its registered agent at such office.

The address of the administrative office of the corporation is 1512 Lookout Drive, Coeur d'Alene, Idaho 83814, c/o Vern L. Marschall.

V.

That the amount of capital stock of this corporation shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) divided into ONE MILLION SHARES (1,000,000) of the par value of Ten Cents each.

VI.

(a) The capital stock of this corporation shall be common stock, which will be fully paid when issued and nonassessable.

(b) No preemptive or conversion right shall exist.

VII.

The name and address of each incorporator is:

Vern L. Marschall	1512 Lookout Drive Coeur d'Alene, Idaho 83814
Ken Lonn	HC-01 Box 299 Kellogg, Idaho 83837

VIII.

The number of Directors of the corporation shall be two (2) to seven (7) as may be determined by Resolution of the Directors.

The name of Directors constituting the initial Board of Directors is three (3), and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Vern L. Marschall	1512 Lookout Drive Coeur d'Alene, Idaho 83814
Ken Lonn	HC-01 Box 299 Kellogg, Idaho 83837
Don Long	HC-01 Box 23 Kellogg, Idaho 83837

IX.

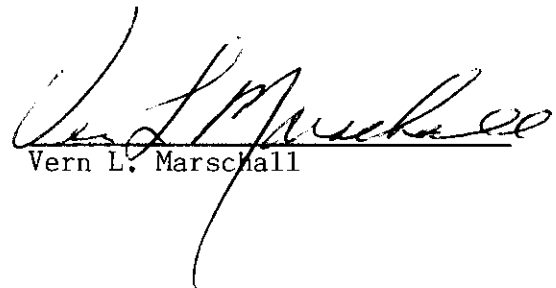
The Board of Directors shall have the power to adopt, alter, amend, or repeal the By-Laws of the corporation.

X.

Any Director or Officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud to transaction or contract of the corporation shall be void or voidable by reason of the fact that any Director or Officer, or firm of which any Director or Officer is a member, or any other corporation of which any Director or Officer is a shareholder, Officer or Director, is in any way interested in such transaction or contract; provided, that such transaction or contract is, or shall be authorized, ratified or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm who is interested; or (2) at a stockholders meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders; and no Directors or Officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a shareholder, Officer or Director, was interested in such transactions. Nothing in this paragraph

contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transaction in any other manner than permitted by law, or invalidate or made voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands and seal in triplicate this ____ day of April, 1986.



Vern L. Marschall

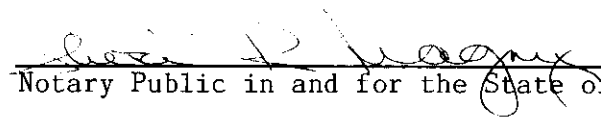


Ken Lonn

STATE OF WASHINGTON)
)
) ss.
County of Spokane)

On this 24th day of April, 1986, before me, the undersigned, Notary Public for the State aforesaid, personally appeared VERN L. MARSCHALL and KEN LONN, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year in this certificate first above written.



Notary Public in and for the State of Washington,
Residing at: Spokane, Washington.