

State of Idaho

Department of State.

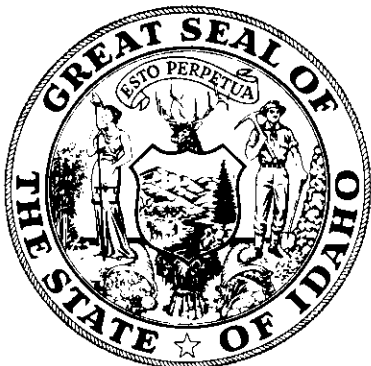
CERTIFICATE OF AUTHORITY OF

FMC MINERALS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FMC MINERALS CORPORATION** for a Certificate of Authority to transact business in this State, 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 Authority to **FMC MINERALS CORPORATION** to transact business in this State under the name **FMC MINERALS CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated July 26, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

JUL 26 8 37 AM '82
SECRETARY OF STATE

1. The name of the corporation is EMC Minerals Corporation

2. *The name which it shall use in Idaho is N/A

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is June 18, 1981 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 100 W. Tenth St., Wilmington, DE 19801

6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Engage in acquiring mineral properties and in geological and mineral exploration activity in evaluating such properties for commercial development. Also enter into mineral exploration joint ventures.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached rider</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000</u>	<u>Common</u>	<u>No Par Value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	common	No Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 9th, 1982

By FMC Minerals Corporation
Brian Kennedy
 Its _____ President

and Richard J. McNamara
 Richard McNamara
 Its _____ Secretary

STATE OF Pennsylvania)
) ss:
 COUNTY OF Philadelphia)

I, Mary Gibbons, a notary public, do hereby certify that on this 9th day of July, 1982, personally appeared before me Richard McNamara, who being by me first duly sworn, declared that he is the Secretary of FMC Minerals Corporation

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Mary Gibbons
 Notary Public

MARY GIBBONS
 Notary Public, Phila., Phila. Co.
 My Commission Expires Nov. 22, 1982

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

R I D E R

FMC Minerals Corporation

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
William A. McMinn	Chairman of Board & Director	2000 Market Street Philadelphia, PA 19103
Brian J. Kennedy	President & Director	Nevada Savings & Loan Bldg. 5011 Meadowood Way Reno, NV 89502
Hal N. Hurst	Vice President	717 17th Street Denver, CO 80202
Donald L. Beckwith	Vice President	717 17th Street Denver, CO 80202
James A. Clark	Treasurer & Director	2000 Market Street Philadelphia, PA 19103
Richard J. McNamara	Secretary	2000 Market Street Philadelphia, PA 19103

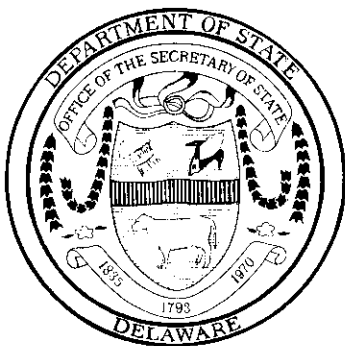


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation
filed in this office on _____ June 18, 1981 .



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *C. Legman*

DATE: June 18, 1982

CERTIFICATE OF INCORPORATION

OF

FMC MINERALS CORPORATION

* * * * *

1. The name of the corporation is:

FMC MINERALS CORPORATION

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is two thousand (2,000) common shares; all of such shares shall be without par value.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all

papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interest of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of

Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 16th day of June, 1981.

K. L. Husfelt

K. L. Husfelt

B. A. Schuman

B. A. Schuman

E. L. Kinsler

E. L. Kinsler