



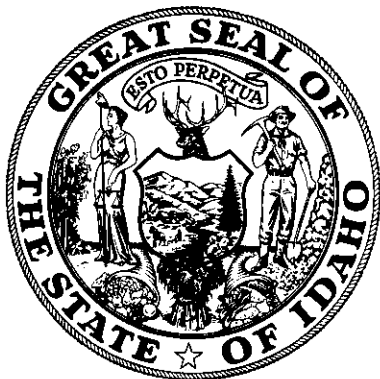
**CERTIFICATE OF INCORPORATION
OF**

BRIGHT VALLEY CORPORATION

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: **August 8, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

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BRIGHT VALLEY CORPORATION

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as Incorporators under the Idaho Business Corporation act, adopt the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME The name of the Corporation is
BRIGHT VALLEY CORPORATION

ARTICLE II

DURATION OF CORPORATION The corporation is to have perpetual existence unless dissolved or terminated according to Law.

ARTICLE III

CORPORATE PURPOSES The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

a. To engage in the acquisition of feesimple rights; patented mining claims, unpatented mining claims, leases or other rights or freeholder interests for the purpose of exploration, drilling, mining and exploration of the same.

b. To act a principal or agent for others; to hold property, including shares of its own stock, *IN TRUST*, as Trustee, for stockholders of the Corporation or others; and to participate as a partner in any partnership allowed by law.

c. To do all things to the same extent and as fully as natural persons now do or could do in the State of Idaho or in any other state, country, or place; to do all things and engage in all lawful transactions which a corporation organized or existing under the Laws of the State of Idaho might do or engage in, even though not expressly stated herein.

The foregoing shall be construed both as objects and powers, but no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; and it is hereby expressly declared that all other lawful purposes not inconsistent herewith are included.

ARTICLE IV

CAPITAL STOCK The aggregate number of shares which this Corporation shall have authority to issue is **FIFTY MILLION (50,000,000)** common, at a par value of **ONE/TENTH CENT (\$.001)** per share, being an aggregate capital of **FIFTY THOUSAND DOLLARS (\$50,000.00)**. The above **FIFTY**

MILLION (50,000,000) shares of common stock shall be entitled to One (1) vote per share. Fully paid stock of the Corporation shall not be liable to any further call or assessment.

ARTICLE V

COMMENCING BUSINESS This Corporation will not commence business until consideration of a value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

PRE-EMPTIVE RIGHTS CUMULATIVE VOTING The authorized stock of this Corporation may be issued at such times, upon such terms and conditions, and for such consideration as the Board of Directors shall determine. Stockholders shall not have pre-emptive rights in the issues of authorized stock. There shall be no cumulative voting.

ARTICLE VII

INTERNAL AFFAIRS The Directors shall adopt By-Laws of the regulation of the internal affairs of the Corporation, which By-Laws may be amended from time to time or repealed, pursuant to Law.

ARTICLE VIII

REGISTERED OFFICE AND AGENT The address of this Corporation's initial registered office is:

500 South Fifth Street
Boise, Idaho 83702

The name of this Corporation's initial registered agent is:

Ms. Teresa Neal

ARTICLE IX

DIRECTORS The Board of Directors shall consist of a variable number of Three (3) to Nine (9) members as the Board of Directors may itself from time to time determined. Until determination is made in the future by the Board of Directors, The Board shall consist of Five (5) directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors may be elected and qualify, are as follows:

Name

Address

James A. Jones

355 Whipple-P.O.Box 2665
Wickenburg, Arizona
85358
602-684-5467

Martin E. Tuley

1822 Cedas Elm Drive, East
Arlington, Texas
76012
817-274-7153

Robbie McKay

520 Highcrest Drive
Dallas, Texas
75232
214-374-8356

Garry J. Wardle

245 East South Temple Apt 20
Salt Lake City, Utah
84111
801-355-3017

Bruce C. Lindow

3360 South 1000 West
Salt Lake City, Utah
84119
801-266-5228

~~ARTICLE X~~

~~POWER TO SELL ASSETS AND CREATE INDEBTEDNESS~~ In carrying on the business of the Corporation, the Board of Directors is authorized and empowered to sell, exchange, mortgage, bond or otherwise dispose of, deal with, and encumber any or all of the property of the Corporation, upon such terms and conditions as such Board of Directors may deem just and proper and for the best interests of the Corporation, without prior authorization or subsequent confirmation by a vote of the stockholders or otherwise. *BE*

ARTICLE XI

OFFICERS AND DIRECTORS AND CONTRACTS No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that a Director or Officer of this Corporation is interested in or is a director or officer of such other corporation; and any directors, individually, or jointly, may be party to or may be interested in any corporation or transaction of this Corporation with any person, firm or corporation; and such transaction shall not be affected by the fact that any Director of this Corporation is a party to or is interested in such contract, act or transaction or in any way connected with such person, firm, or corporation; and every person who may become a Director of this Corporation is hereby relieved from liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any interested, provided said Directors shall have approved and disclosed the transaction.

ARTICLE XII

INCORPORATORS The name and address of each Incorporator is as follows:


<u>Name</u>	<u>Address</u>
James A. Jones	355 Whipple-P.O.Box 2665 Wickenburg, Arizona 85358 602-684-5467
Martin E. Tuley	1822 Cedas Elm Drive, East Arlington, Texas 76012 817-274-7153
Robbie McKay	520 Highcrest Drive Dallas, Texas 75232 214-374-8356

ARTICLE XIII

SECTION 1244 STOCK Shares of stock of this Corporation authorized and issued pursuant to these Articles within Two (2) years from the date of incorporation are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by section 1244 of the Internal Revenue Code of 1954, and shall be known as "Section 1244 Stock".

DATED this 1st day of August, 1985.


James A. Jones


Martin E. Tuley


Robbie McKay

State of Utah

County of Salt Lake

I, Lorraine Mackelprang, a Notary Public, hereby certify that on this 1st day of August, 1985, personally appeared before me **JAMES A. JONES, MARTIN E. TULEY, and ROBBIE MCKAY** who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as incorporators, that they are of the age of Twenty-one (21) years or more, and that the statements therein contained are true.

Lorraine Mackelprang
NOTARY PUBLIC

Residing at

Murray, Utah
My Commission Expires:

9/85