

State of Idaho

Department of State

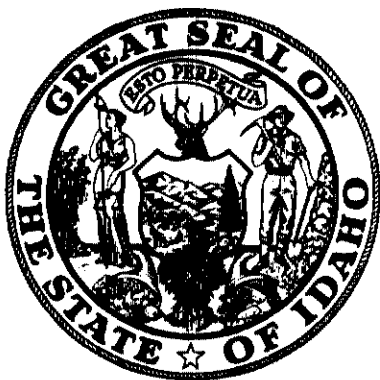
CERTIFICATE OF INCORPORATION OF

WESTCHESTER MINING 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: October 25, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Bakala*

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SEC. OF STATE

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WESTCHESTER MINING CORPORATION

KNOW ALL MEN BY THESE PRESENTS: that the undersigned incorporator and subscriber to these Articles of Incorporation, a natural person competent to contract, has this day voluntarily subscribed these ARTICLES OF INCORPORATION for the purpose of forming a corporation under the General Business Corporation Act and other laws of the State of Idaho, and in that capacity and for that purpose does hereby provide:

NAME

I.

That the name of this Corporation shall be WESTCHESTER MINING CORPORATION.

REGISTERED OFFICE AND AGENT

II.

That the initial address of the principal office of the Corporation and the REGISTERED OFFICE OF THE CORPORATION SHALL BE 416 EAST CURLING DRIVE, BOISE, IDAHO 83702. The registered agent for the corporation shall be BERNARD J. GUARNERA.

PURPOSE AND BUSINESS OF CORPORATION

III.

That the purposes for which the corporation is formed and THE

WESTCHESTER MINING CORPORATION

BUSINESS TO BE TRANSACTED SHALL INCLUDE ALL LAWFUL PURPOSES.

BOARD OF DIRECTOR

IV.

The business of the corporation shall be managed by its Board of Directors. The first Board of Directors shall consist of one (1) member; and, subject to such minimum may be increased from time to time by amendment of these Articles in a manner not prohibited by law. UNTIL SO CHANGED THE NUMBER OF DIRECTORS SHALL BE ONE (1).

FIRST DIRECTOR AND ADDRESS

V.

THE NAME AND STREET ADDRESS OF THE FIRST BOARD OF DIRECTORS IS: BERNARD J. GUARNERA, 416 EAST CURLING DRIVE, BOISE, IDAHO 83702.

TERM OF EXISTENCE

VI.

That THE TERM OF THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL.

ONE CLASS OF STOCK

VII.

There shall be one class of voting common stock. The maximum number of shares of stock which the Corporation shall have authority to issue shall be five thousand (5000) shares of common stock having no par value. Each share of common stock shall have the same rights, privileges and voting powers, with preemptive

rights as any other issued shares; and the same when paid for shall be fully paid and non-assessable.

NAME AND ADDRESS OF INCORPORATOR

VIII.

That the NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION AS THE SUBSCRIBER IS PAUL E. LEVY. THE ADDRESS OF THE INCORPORATOR IS SUITE 700, FIRST INTERSTATE CENTER, 877 WEST MAIN STREET, BOISE, IDAHO 83702. The number of shares of stock he agrees to take is:

	<u>Shares</u>	<u>Price</u>
Paul E. Levy	1	\$25.00

CUMULATIVE VOTING POWERS

IX.

At all elections of directors of the Corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

CONFLICT OF INTEREST

X.

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation; and, further, every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

REMOVAL OF DIRECTOR

XI.

Any director of the Corporation may be removed at any annual or special meeting by a vote of no less than two-thirds of the shareholders of the corporation.

**RESTRICTIONS, OPTIONS AND FIRST REFUSAL RIGHTS
IN BUY-SELL AGREEMENTS**

XII.

The Stockholders of the Corporation shall have the power to adopt and include in the By-Laws or a Buy and Sell Agreement upon vote of a two-thirds majority of the Stockholders of the Corporation, or any other regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or upon the event of the death of any of its stockholders. The form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

MISCELLANEOUS

XIII.

In all other respects not otherwise contrary hereto these Articles of Incorporation shall incorporate by reference the General Business Corporation Act of the State of Idaho as if fully set forth herein.

EXECUTION

WESTCHESTER MINING CORPORATION

Page

5

In Witness Whereof The incorporator and subscriber to the shares of the corporation has hereto set his hand and seal this October 24, 1990.

SUBSCRIBER


Paul E. Levy

NOTARY

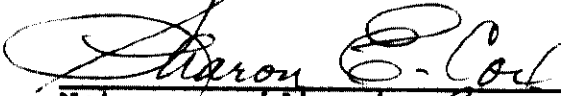
STATE OF IDAHO)

COUNTY OF ADA)

Before me a Notary Public in and for the county and state set forth above appeared Paul E. Levy known or proved to me to be the same who subscribed to the within instrument as incorporator and subscriber and swore to me that the matters therein are true and correct and that the subscription thereof was freely given.

[Seal]

In Witness Whereof I have caused my hand and seal to be affixed hereto this October 24, 1990.


Notary residing in Boise Id
My Commission expires 11-4-1995