



**CERTIFICATE OF INCORPORATION
OF**

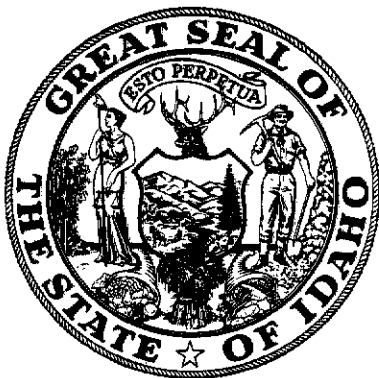
PEND OREILLE SILICA CORPORATION

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.

July 30, 1987

Dated:



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Mauney*

ARTICLES OF INCORPORATION

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OF

PEND OREILLE SILICA CORPORATION

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The undersigned, Richard Felton, Sr., Richard Felton, Jr., Donald O'Brien, and Patrick Loosmore, (persons of the age of 21 or more or a domestic corporation or a foreign corporation duly incorporated under and by virtue of the State of Idaho and duly authorized to transact business in the State of Idaho), for the purpose of forming a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation for such a corporation.

ARTICLE ONE: NAME OF CORPORATION

The name of the corporation is Pend Oreille Silica Corporation.

ARTICLE TWO: PURPOSE OF INCORPORATION

The purpose of the corporation are for the mining, the development, and the exploration for minerals, and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act or the purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE THREE: DURATION OF CORPORATION

The period of duration of the corporation is perpetual.

ARTICLE FOUR: REGISTERED OFFICE AND AGENT AND ADDRESS

The address of the corporation's initial registered office in the State of Idaho is:

Granite Creek Marine Route, Post Office Box 134
City of Bayview, County of Bonner 83803.

The name of the corporation's initial registered agent is:

Mr. Richard Felton, Sr.

ARTICLE FIVE: CORPORATE CAPITALIZATION

Section One: Corporate Ownership

Sub-Section One: Corporate Structure

Pend Oreille Silica Corporation is a closed, non-public, or S-type corporation and is subject to the restrictions as provided in these articles and bylaws.

Sub-Section Two: Corporate Owners

The initial incorporators, the undersigned, shall each receive a royalty of five percent, (5%), of all gross sales of minerals, mineral byproducts, mineral compounds, metals, and any mining related sales from the due course of mining activity and the incorporators shall each receive ten thousand, 10,000, shares of the corporation's common class stock.

Section Two: Corporate Authorized Stock

The aggregate number of shares that the corporation shall have the authority to authorize is one million, 1,000,000, shares of a restricted common class stock having no par value.

Section Three: Shareholder Ownership

Sub-Section One: Value of Share

Each share of the restricted common class stock that the corporation can duly authorize will represent a one-millionth portion maximum of all of Pend Oreille Silica Corporation's assets and not less than the original face value of the initial purchase price for consideration by the shareholder.

Sub-Section Two: Shareholder's Rights

The shareholder has voting rights in which the majority outstanding shareholder or shareholders at an annual or special meeting of the shareholders can determine the future of the corporation in certain voting situation, where each share shall be one vote. The shareholder has preemptive rights to acquire future share offerings provided by directive of the corporation's board of directors and by these articles and bylaws.

ARTICLE FIVE: Section Three: (continued)

Sub-Section Three: Purchase of Shares

Shares of corporate common class stock can be purchase, repurchase, or traded at a determined value in legal tender, services, or considerations by directive of the corporation's board of directors, the issuer of corporation shares of stock. Shares for purchase upon approval and directive of the board of directors, the issuer, can authorize shares as provided in these articles and bylaws to a third party or holder of shares by transfer or holder of shares by the corporation's record of shareholders, who are recognized as holders of shares that have been registered and issued, unregistered and unissued, or subscribed.

Sub-Section Four: Transfer of Shares

Shareholders of any shares of Pend Oreille Silica Corporation stock are restricted to transfer share ownership to a third party or agent without approval and consent of the corporation's board of directors, who shall have the right to repurchase and to have the first right of refusal on any offering of the corporation's shares of stock and if the corporation does not repurchase, the board of directors will consent and waive this restriction. The transfer of shares from a second to third party or agent will be acknowledge in the corporation's record of shareholders.

Sub-Section Five: Proceeds from Share Offerings

Proceeds from share offerings are to be used in the best interest of the corporation in financial and capitalization matters, including legal and filing fees, development and marketing research, promotion expenses, operations and administration costs, purchase of equipment, service rendered by other parties or agents. The proceeds from considerations and services received in trade or compensation will be provided in agreed price and value of considerations or services rendered by the corporation in legal tender to the investment value agreed upon, so that no dilution of shares in value will occur to the shareholder.

ARTICLE FIVE: Section Three: (continued)

Sub-Section Six: Shareholder Meetings

Annual or special meetings of the shareholders procedure, notice, time and place are provided in the bylaws. Any action required to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting, if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the shareholders entitled to vote with respect to the subject matter thereof and a quorum is accountable.

Sub-Section Seven: Quorum of Shareholders

A quorum at a meeting of shareholders is constituted by the representation in person or by proxy of at least fifty-one percent, (51%), of the voting shares outstanding.

Sub-Section Eight: Dissolution of Corporation

The dissolution and distributions of debts, losses, and other costs due in the form of tax, legal expense, debt notes or debentures will be given preference in payment from available funds or by the liquidation of assets to the amount owed or by sell of rights or shares of corporate ownership. Shareholders will receive the next preference of payment or offer to buy interest of corporation. Shareholders are entitled to their original investment and a one-millionth portion for each share of the corporation's remaining assets. Any assets that are left after liquidation and dissolution to pay debts and shareholders will be divided accordingly to the outstanding shares held by the incorporators or heirs of the incorporators.

ARTICLE SIX: DIRECTORS

Section One: Number of Directors

The number of directors constituting the initial board of directors is four, (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Mr. Richard Felton, Sr.	Granite Creek Marine Route Post Office Box 134 Bayview, Idaho 83803
Mr. Richard Felton, Jr.	Granite Creek Marine Route Post Office Box 134 Bayview, Idaho 83803
Mr. Donald L. O'Brien	W.4506 Seltice 9 Coeur d'Alene, Idaho 83814
Mr. Patrick Loosmore	Post Office Box 778 Spirit Lake, Idaho 83805

Section Two: Quorum of Directors

The number of directors constituting a quorum is three, (3), and a quorum must be present to conduct the corporation's business transaction, of which decisions that are required by vote by the directors, a quorum of votes shall be the majority ruling.

Section Three: Election of Directors

Upon a vacancy on the board of directors of any nature, as provided in these articles and bylaws, the remaining directors shall nominate a successor(s), who will be qualified and approved by a majority of shareholders by popular vote of the outstanding shares with voting rights at special or annual meetings of the shareholders, who also have proxy rights in voting matters and dissent or a no vote shall not be counted as a no vote in voting matters, only votes delivered by proxy and by the ballot polls at the special or annual meeting of the shareholders signifying a vote against the popular approval of the majority or disapproval of the majority.

ARTICLE SIX: (continued)

Section Four: Removal of Directors

Directors may be removed by a quorum of shareholders at a annual or special meeting of the shareholders and under circumstances provided in the bylaws or by voluntary action of that director. Royalties, shares of stock, considerations, and other interest due as commission or compensation to the director to be removed voluntary or involuntary shall be the sole possession by rights to that director under the statutes, articles of incorporation, and bylaws provided in these matters.

Section Five: Meetings of Directors

Directors will meet in regular, special, and informal and formal meetings or any capacity requiring the quorum of directors to be present. Notice of meeting, type of meeting, time and place of meeting, order of meeting, recording and authorization of action to business transactions, designation of authority and delegation of approval by directive of the board of directors to directors, officers, or agents and other order of business are provided in the bylaws.

Section Six: Duties of Directors

The duties of directors are provided in the bylaws, which delegate powers, actions, and restrictions to individual members of the board of directors. Failure to comply to the bylaws and the directive of the board of directors by the individual director, misuse of power, action without approval or consent from the board of directors, or negligence and absence at or on corporate functions may all be reasons for dismissal or removal of a director by the shareholders.

Section Seven: Compensation for Directors

Directors will be compensated a royalty of one per cent, 1%, of the gross sells of products by Pend Oreille Silica Corporation and a salary whose base shall be decided and approved by the board of directors. The original incorporators, the undersigned, are restricted to compensation from ARTICLE FIVE: Section One: Sub-Section Two: Corporate Owners and are exempt for further compensation provided in this section of the charter.

ARTICLE SEVEN: OFFICERS

The officers of the corporation, the incorporators, the initial directors, and the undersigned, have elected, approved, and acknowledge the following as officers and their titles:

Mr. Richard Felton, Sr.	President and Chief Executive Officer
Mr. Patrick Loosmore	Vice-President
Mr. Donald L. O'Brien	Secretary
Mr. Richard Felton, Jr.	Treasurer

Section One: Elections, Approval, and Removal

All matters concerning officers employed under the corporation's charter and bylaws are further provided in the bylaws.

Section Two: Duties and Compensation

Duties required for performance by officers will be duly compensated for time and expense of service in the name of the corporation. Guidelines and order of duties and compensation shall be approved and recorded in the minutes of the board of directors meetings and be sealed or certified by endorsements.

Section Three: Powers and Restrictions

Officers will be restricted to only those powers approved and certified by the board of directors and to those powers as described in the bylaws.

ARTICLE EIGHT: INCORPORATORS AND FOUNDERS

The name and addresses of the initial incorporators and the original founders of Pend Oreille Silica Corporation are:

Mr. Richard Felton, Sr.	Granite Creek Marine Route Post Office Box 134 Bayview, Idaho 83803
Mr. Richard Felton, Jr.	Granite Creek Marine Route Post Office Box 134 Bayview, Idaho 83803
Mr. Donald L. O'Brien	W.4506 Seltice 9 Coeur d'Alene, Idaho 83814
Mr. Patrick Loosmore	Post Office Box 472 Spirit Lake, Idaho 83869

In Witness whereof, the incorporators have executed these articles of incorporation in duplicate to the Secretary of State of the State of Idaho under the Idaho Business Corporation Act on the 29th Day of the Month of April in the year of 1987.

NAME, ADDRESSES, AND SIGNATURES OF INCORPORATORS

Richard Felton
Mr. Richard Felton, Sr.
Founder and Incorporator,
Registered Agent, and
President

Granite Creek Marine Route
Post Office Box 134
Bayview, Idaho 83803

Richard Felton Jr.
Mr. Richard Felton, Jr.
Founder and Incorporator,
and Treasurer

Granite Creek Marine Route
Post Office Box 134
Bayview, Idaho 83803

Donald L. O'Brien
Mr. Donald L. O'Brien
Founder and Incorporator,
and Secretary

W.4506 Seltice 9
Coeur d'Alene, Idaho 83814

Patrick Loosmore
Mr. Patrick Loosmore
Founder and Incorporator,
and Vice-President

Post Office Box 472
Spirit Lake, Idaho 83869