

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TOPAZ EXPLORATION (U.S.) LTD.

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 20, 1987

Dated:



Pete T. Cenarrusa
SECRETARY OF STATE

By: *Sandra M. Anthony*

ARTICLES OF INCORPORATION | 35 PM '87
OF SECRETARY OF STATE.

TOPAZ EXPLORATION (U.S.) LTD.

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is TOPAZ EXPLORATION (U.S.) LTD.

SECOND: The period of its duration shall be perpetual.

THIRD: The purposes for which the corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The total number of shares which the corporation shall have authority to issue is one million shares of common stock with a no par value.

FIFTH: Shareholders shall not have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH: The address of the initial registered office of the corporation is 707 North Eighth Street, Boise, Idaho 83702. The name of the initial registered agent at such address is William D. Collins.

SEVENTH: The number of directors constituting the initial board of directors of the corporation shall be one. The number of members of the board of directors may be increased from time to time as provided in the By-Laws of the corporation. The names and addresses of the person who is to serve as the initial director until the first annual meeting of shareholders or until his successor is elected and qualified is:


Michael A. Farrage
Suite 300
800 West Pender Street
Vancouver, British Columbia
Canada V6C2V8

EIGHTH: The name and address of the incorporator is:

TOPAZ EXPLORATION LTD., a Canadian corporation
Suite 300
800 West Pender Street
Vancouver, British Columbia
Canada V6C2V8

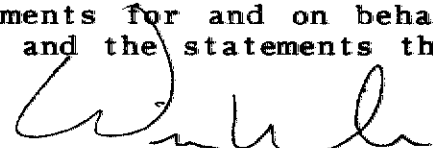
DATED this 20 day of July, 1987.

TOPAZ EXPLORATION LTD.


Michael A. Farrage, President

STATE OF IDAHO)
): ss.
County of Ada)

The undersigned, a notary public, does hereby certify that on this 20 day of July, 1987, personally appeared before me, MICHAEL A. FARRAGE, who being by me first duly sworn, declares that he is the President of TOPAZ EXPLORATION LTD. and the person who executed the foregoing documents for and on behalf of that corporation as the incorporator and the statements therein contained are true.


Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires 2-20-91