



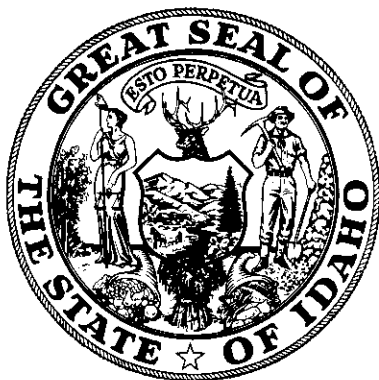
CERTIFICATE OF INCORPORATION  
OF

RARE MINERALS 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: June 27, 1936



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

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

RARE MINERALS CORPORATION

RECORDED  
SERIAL 1071  
66 JUN 27 07 9 07

I.

The name of this corporation shall be RARE MINERALS CORPORATION.

II.

The duration of this corporation shall be perpetual.

III.

The purpose for which this corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated in the State of Idaho.

IV.

The aggregate number of shares which the corporation shall have the authority to issue shall be Five Million (5,000,000) shares of common stock of no par value.

V.

The address of the corporation's initial registered office is 400 North Main, Hailey, Idaho 83333, and the name of the initial registered agent is Stephen W. Boller, 400 North Main, P.O. Box 908, Hailey, Idaho 83333.

VI.

The initial Board of Directors shall consist of four persons, and the names and addresses of each incorporator, who shall also constitute the initial Board of Directors, are as follows:

Martin W. Pollack  
325 E. Coronado Rd.  
Santa Fe, New Mexico 87501

Guy T. Shefstead  
P.O. Box 608

Craig, Colorado 81626

WALTER R. TOLLEFSON  
P. O. Box 146  
Burley, Idaho 83318

CARL FISHER  
512 Calle de Francisco  
Santa Fe, New Mexico 87501

IN WITNESS WHEREOF, We have hereunto set our hands and  
seals this 13 day of MAY, 1986.

Martin W. Pollock  
Martin W. Pollock

Guy T. Shefstead  
Guy T. Shefstead

Walter R. Tollefson  
Walter R. Tollefson

Carl Fisher  
Carl Fisher

STATE OF NEW MEXICO    )  
                                  ) ss.  
County of Santa Fe     )

On this 13 day of MAY, 1986, before me, a  
Notary Public in and for the said State, personally appeared  
MARTIN W. POLLOCK, CARL FISHER, and GUY T. SHEFSTEAD, known  
to me to be the persons whose names are subscribed to the  
within instrument, and acknowledged to me that they executed  
the same.

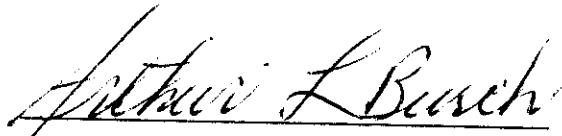
IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this  
certificate first above written.

Lori Jorby  
Notary Public for New Mexico  
Residing at: SANTA FE

STATE OF IDAHO            )  
                                  ) SS.  
County of Cassia         )

On this 13 day of May, 1986, before me, a NOTARY PUBLIC in and for the said State, personally appeared WALTER R. TOLLEFSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my OFFICIAL seal the day and year in this certificate first above written.



NOTARY PUBLIC FOR IDAHO

Residing at: \_\_\_\_\_

Notary Public Seal