

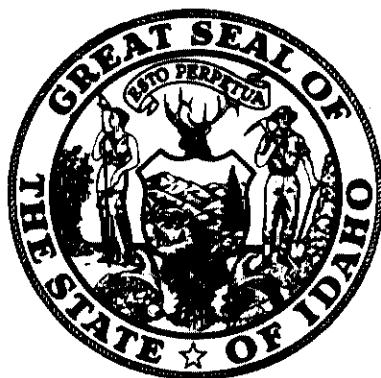
**CERTIFICATE OF INCORPORATION
OF**

ANTELOPE RESOURCES, INC.

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: December 5, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: Pete T. Cenarrusa

ARTICLES OF INCORPORATION OF ANTELOPE RESOURCES, INC.

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KNOW ALL MEN BY THESE PRESENTS:

88 DEC 25 PM 9 30

That we, the undersigned full aged citizens and residents of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we do hereby certify:

FIRST: That the name of this corporation shall be and is:

ANTELOPE RESOURCES, INC.

SECOND: That this corporation shall have a perpetual existence.

THIRD: That the location of the registered agent of this corporation be, Dale F. Miller, located at 802 Pine Street/P.O. BOX 142, Clark Fork, Idaho, with the right in the corporation, however, to establish branch offices elsewhere in the United States of America, or in foreign countries at such places as its Board of Directors may direct. Meetings of the stockholders or directors, either regular or special, may be called and held at any place within the State of Idaho, and within the United States as the By-Laws from time to time provide.

FOURTH That the purpose for which this corporation is formed and the nature of the objects proposed to be transacted and carried on by it are:

(a) To engage in any lawful business activity under the laws of the state of Idaho or any state or nation where the corporation shall be authorized to transact business.

FIFTH The authorized capital of this corporation shall consist of One Hundred Thousand (\$100,000.00) Dollars, divided into Ten Million (10,000,000) shares of one-class stock, common of the par value of (\$.01)cent each, and which stock shall be non-assessable.

SIXTH: The management and affairs of the corporation shall be vested in and conducted by a Board of Directors, which shall consist of not less than three (3) or more than seven (7) persons, provided, however, that the number of directors on said Board may be increased or decreased by a majority resolution of said Board, but in no event shall the Board have less than three (3) members; such Board of Directors shall be elected at the annual meeting of the stockholders, and such directors shall hold office for one (1) year, or until their respective successors are elected and qualified, unless the number of directors shall be increased in the interim, the following named persons shall constitute the Board of Directors, to-wit:

NAME	ADDRESS
DALE F. MILLER	Box 142, Clark Fork, Idaho
JEANNE B. MILLER	Box 142, Clark Fork, Idaho
Roger D. Miller	Box 142, Clark Fork, Idaho

The Board of Directors shall have the power to fill vacancies in their number.

The Board of Directors shall elect annually immediately following the annual meeting of stockholders, a president, one or more vice presidents, a secretary and a treasurer of this corporation. Said last two offices may be combined in the same person. The officers so elected shall hold office for a period of one (1) year, or until their successors are elected and qualified. Only the president and vice-presidents need to be a member of the Board of Directors of this corporation.

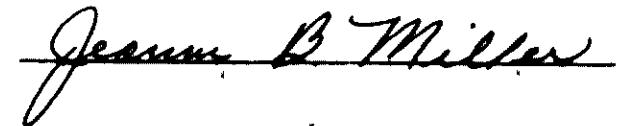
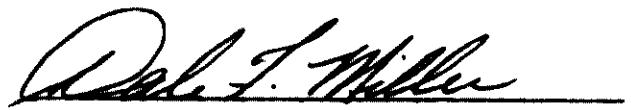
SEVENTH: In addition to the power conferred by statute upon the shareholders to amend, repeal or adopt By-Laws, the By-Laws of this corporation may be amended or repealed and new By-Laws adopted by a majority of the directors of this corporation, provided, however, that the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, term of office or compensation.

EIGHTH: The preemptive rights, otherwise provided for by statute, shall not attach to any of the shares of stock of this corporation and none of said shares shall be subject thereto for any reason. Cumulative voting is also denied.

NINTH: That the names and post office addresses of each of the incorporators of this corporation and the number of shares of stock actually subscribed and paid for by each thereof is as follows:

Name	Address	No. of shares Subscribed and pd for
Dale F. Miller	Clark Fork, Idaho	10
Jeanne B. Miller	Clark Fork, Idaho	10
Roger D. Miller	Clark Fork, Idaho	10

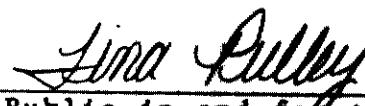
IN WITNESS WHEREOF, we have hereunto set our hands and seals on this _____ day of _____, 1988.



STATE OF UTAH)
County of Salt Lake) : ss.

On this 2nd day of November, 1988,
before me, the undersigned Notary Public, personally
appeared DALE MILLER, JEANNE MILLER, and ROGER D. MILLER,
known to me to be the same persons whose names are
subscribed to the within instrument as Incorporators,
and they duly acknowledged to me that they executed the
same freely and voluntarily for the uses and purposes
therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official Seal at Salt Lake City, Utah, the day
and year in this Certificate first above written.



Notary Public in and for the State
of Utah. Residing at Salt Lake City,
Utah. My commission expires: 11-10-90