



CERTIFICATE OF AUTHORITY
OF

FMC MINERALS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FMC MINERALS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to FMC MINERALS, INC. to transact business in this State under the name FMC MINERALS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 16th, 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is FMC MINERALS, INC.
2. *The name which it shall use in Idaho is FMC MINERALS, INC.
3. It is incorporated under the laws of MISSISSIPPI
4. The date of its incorporation is January 26, 1981 and the period of its duration is 99 Years
5. The address of its principal office in the state or country under the laws of which it is incorporated is 700 North Street, Jackson, Mississippi 39205
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Mineral exploration and development and for all other purposes
authorized by law.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$10.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	\$10.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 7, 19 81

FMC MINERALS, INC.

By

J. Kelley Williams

Its

President

and

Alfred A. Price

Its Assistant

Secretary

STATE OF MISSISSIPPI)
) ss:
COUNTY OF HINDS)

I, Rita B. Anderson, a notary public, do hereby certify that on this 7th day of April, 19 81, personally appeared before me J. Kelley Williams, who being by me first duly sworn, declared that he is the President of FMC MINERALS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Rita B. Anderson

Notary Public

My Commission Expires Nov. 27, 1983
*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

FMC MINERALS, INC.

OFFICERS & DIRECTORS

J. Kelley Williams	Ch of Bd/Pres/Dir	700 North Street, Jackson, MS
Alfred T. Bogen, Jr.	Vice President/Dir.	700 North Street, Jackson, MS
Cecil Alvarez	Vice Pres./Gen.Mgr.	575 Union Blvd. Lakewood, CO
James B. Lange	Secretary	700 North Street, Jackson, MS
James M. Bellah	Treasurer	700 North Street, Jackson, MS
Alfred L. Price	Asst. Secretary/Dir.	700 North Street, Jackson, MS

State of Mississippi



Office of Secretary of State
Jackson

Certificate of Incorporation

of

FMC MINERALS, INC.

The undersigned, as Secretary of State of the State of Mississippi, hereby certifies that duplicate originals of Articles of Incorporation for the above named corporation duly signed and verified pursuant to the provisions of the Mississippi Business Corporation Act, have been received in this office and are found to conform to law.

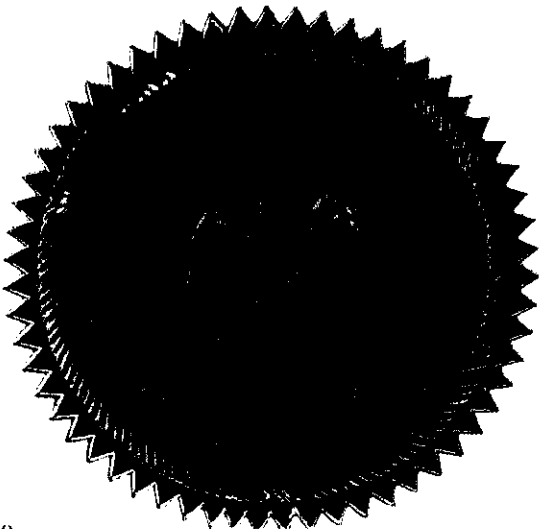
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this CERTIFICATE OF INCORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Seal of Office,
this the 26th day of January,

19 81.

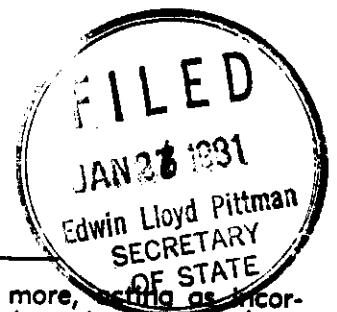
Edwin Lloyd Pittman

SECRETARY OF STATE.



(TO BE EXECUTED IN DUPLICATE)
ARTICLES OF INCORPORATION
OF

FMC MINERALS, INC.



We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Mississippi Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is FMC MINERALS, INC.

SECOND: The period of its duration is ninety-nine (99) years
(May not exceed 99 years)

THIRD: The specific purpose or purposes for which the corporation is organized stated in general terms are:

To engage in the business of minerals exploration and development, and to acquire and deal in, by lease, option, mortgage, purchase or otherwise, mining claims, lands, mineral rights of all kinds, including oil and gas and rights thereto, and to acquire real property or any interest therein, and to dispose, encumber or assign any rights therein; to explore, manage, operate, maintain, improve and develop said properties and rights so acquired; to lease, buy, sell, manufacture and deal in minerals, plants, machinery and things capable of being used in mining or other operations of the corporation, including all goods, services and activities related thereto; to manufacture, market, buy, sell and deal in other goods and services of all kinds and descriptions and to buy, sell and deal in real property and to do all other things proper and incidental to carrying out all of the purposes set forth herein; and in addition, to have all the powers and authorities granted to corporations for profit pursuant to the Mississippi Business Corporation Act.

(It is not necessary to set forth in the Articles of Incorporation any of the powers set forth in section 4 of the Mississippi Business Corporation Act).

(Use the following if the shares are to consist of one class only)

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) of the par value of Ten and No/100----- Dollars (\$ 10.00) each (or without par value) (par value or sales price shall not be less than \$1.00 per share) (If no par shares are set out, then the sales price per share, if desired)

(Use the following if the shares are divided into classes)

FOURTH: The aggregate number of shares which the corporation is authorized to issue is _____, divided into _____ classes. The designation of each class, the number of shares of each class and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Number of Shares	Class	Series (If any)	Par Value per Share or Statement That Shares are Without Par Value
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The preferences, limitations and relative rights in respect of the shares of each class and the variations in the relative rights and preferences as between series of any preferred or special class in series are as follows: (Insert a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series)

FIFTH: The corporation will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of shares.

SIXTH: Provisions granting to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

Each holder of common stock of this corporation shall have the first right to purchase shares of common stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock each shareholder holds at the time of issue bears to the total number of shares of common stock outstanding.

This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of receipt of a notice in writing from the corporation inviting the shareholder to exercise the right.

SEVENTH: The post office address of its initial registered office is Post Office Box 1249
700 North Street Jackson, Mississippi
(Street and Number) (City) (State)

_____, and the name of its initial registered agent at such address is James M. Bellah

EIGHTH: The number of directors constituting the initial board of directors of the corporation, which must be not less than three (3), is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	STREET AND POST OFFICE ADDRESS
<u>J. Kelley Williams</u>	<u>P.O. Box 1249, 700 North Street</u> <u>Jackson, MS 39205</u>
<u>Alfred L. Price</u>	<u>P.O. Box 1249, 700 North Street</u> <u>Jackson, MS 39205</u>
<u>A. T. Bogen, Jr.</u>	<u>P.O. Box 1249, 700 North Street</u> <u>Jackson, MS 39205</u>

NINTH: The name and post office address of each incorporator is:

NAME	STREET AND POST OFFICE ADDRESS
Alfred L. Price	P.O. Box 1249, 700 North Street Jackson, MS 39205
J. Steve Chustz	P.O. Box 1249, 700 North Street Jackson, MS 39205

(Here set forth any provision, not inconsistent with law, which is desired to be set forth in the Articles: Including, any provision restricting the transfers of shares or any provision required or permitted to be set forth in the by-laws)

Dated January 26, 1981

Alfred L. Price
J. Steve Chustz
Incorporators

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

County of HINDS

This day personally appeared before me, the undersigned authority Alfred L. Price
J. Steve Chustz

incorporators of the corporation known as the FMC Minerals, Inc.
who acknowledged that they signed and executed the above and foregoing articles of incorporation as their
act and deed on this the 26th day of January, 1981

Ann Francis
Notary Public

My Commission expires Nov. 30, 1983
(NOTARIAL SEAL)

Note: On all addresses the street and number must be shown if there is a street or number)

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