



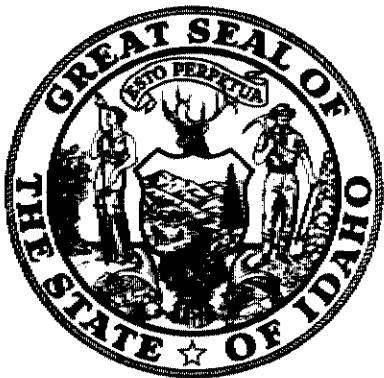
**CERTIFICATE OF INCORPORATION
OF**

B & S 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: *October 15, 1987*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
B & S RESOURCES, INC.

RECEIVED
SEC. OF STATE
OCT 9 1987
10 35 AM '87
SECRETARY OF STATE

I.

The name of this corporation shall be B & S RESOURCES, INC.

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 Twenty Million (20,000,000) shares of common stock of the par value of \$0.01 per share.

V.

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

VI.

The initial Board of Directors shall consist of two (2) persons, and the names and addresses of each incorporator, who shall also constitute the initial Board of Directors, are as follows:

IRA R. BEER
P.O. Box 2143
Hailey, Idaho 83333

HENRY M. SPACONE, JR.
P.O. Box 2143
Hailey, Idaho 83333

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 8th day of October, 1987.



Ira R. Beer


Henry M. Spacone, Jr.

STATE OF IDAHO)
) ss.
County of Blaine)

On this 8th day of October, 1987, before me, a Notary Public
in and for said state, personally appeared Ira R. Beer and Henry M.
Spacone, Jr., 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 Hailey