



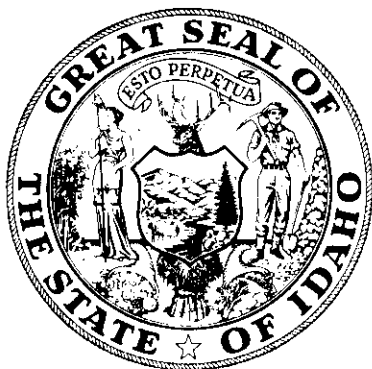
CERTIFICATE OF AUTHORITY
OF

A. G. M. C. CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of A. G. M. C. CORPORATION 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 A. G. M. C. CORPORATION to transact business in this State under the name A. G. M. C. CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated October 1, 1982



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 A. G. M. C. Corporation
2. *The name which it shall use in Idaho is A. G. M. C. Corporation
3. It is incorporated under the laws of Montana
4. The date of its incorporation is April 28, 1980 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is C.T. Corporation System, 406 Fuller Avenue, Helena, MT 59601
6. The street address of its proposed registered office in Idaho is 300 N. 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: Oil and gas and any activity or business not in conflict with the laws of the State of Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Raymundo J. Chico</u>	<u>Pres. Treas. Dir.</u>	<u>110 Inverness Cir. East, Unit A. Englewood, CO 80112</u>
<u>James H. Rice</u>	<u>V.P., Sec. Dir.</u>	<u>4802 S. Shenandoah Way, Aurora CO 80015</u>
<u>Thor Gjelsteen</u>	<u>Director</u>	<u>7300 W. Stetson Pl. Denver, CO 80123</u>
<u>John K. Thamm</u>	<u>Director</u>	<u>704 Niblic Drive. Grand Jct. CO 81501</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>100</u>	<u>Common</u>	<u>\$0.01</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
10	Common	\$0.01

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 September 28th, 19 82

A. G. M. C. Corporation

By

Its

President

and

Its

Secretary

STATE OF Colorado,
COUNTY OF Arapahoe) ss:

I, Robert Alan Swanson, a notary public, do hereby certify that on this 28th day of September, 19 82, personally appeared before me Raymundo J. Chico, who being by me first duly sworn, declared that he is the President of A. G. M. C. Corporation

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

Robert Alan Swanson
Notary Public
My Commission Expires March 31, 1986

*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.

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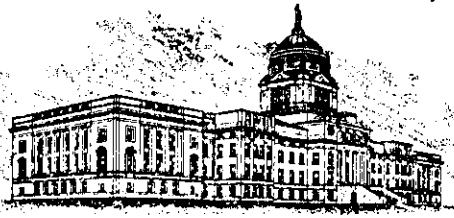
CERTIFICATION

DATED: September 23, 1982

Jim Waltermire
SECRETARY OF STATE

Florence Versley
Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

A G M C CORPORATION

duly executed pursuant to the provisions of Section 35-1-201 Montana Code Annotated, have been received in my office and found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

A G M C CORPORATION

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have here-
unto set my hand and affixed the
Great Seal of the State of Montana, at
Helena, the Capital, this 28th

day of April

A. D. 19 80

Frank Murray
FRANK MURRAY
Secretary of State

Leonard C. Larson
by Leonard C. Larson
Chief Deputy

ARTICLES OF INCORPORATION
OF
A G M C CORPORATION

278711
STATE OF MONTANA
FILED
APR 28 1980
FRANK MURRAY
SECRETARY OF STATE

By fd *70.00 Deputy, JV

KNOW ALL MEN BY THESE PRESENTS:

THAT I, the undersigned, Herrick K. Lidstone, Jr., desiring to form a corporation under the laws of the State of Montana, do hereby make, execute and acknowledge this certificate in writing of my intention to form a body corporate under said laws, and declare:

ARTICLE ONE

NAME

The corporate name of the corporation shall be A G M C Corporation.

ARTICLE TWO

DURATION

The Corporation shall have perpetual existence.

ARTICLE THREE

OBJECTS, PURPOSES, AND POWERS

The Corporation shall be organized for the purpose of engaging in any and all aspects of the mining business, and shall have unlimited power to engage in and do any other lawful act concerning any or all lawful businesses for which corporations may be organized under the Montana Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The amount of authorized capital stock of this corporation is 100 shares of common stock, each share having \$0.01 par value, and all shares when issued shall be fully paid and nonassessable, and the private property of shareholders shall not be liable for corporate debts.

ARTICLE FIVE

RIGHTS OF SHAREHOLDERS

The rights and privileges relating to the shares of capital stock named in Article Four hereof shall be as follows:

5-1. No holder of any shares of any class of the corporation shall have a preemptive right to purchase or subscribe for any shares of the capital stock or any other securities of the corporation which it may issue or sell, whether out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of the corporation acquired by it after the issue thereof, nor shall any holder of any such shares of any class, as such, have a right to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the capital stock of the corporation, or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for or to purchase from the corporation any shares of any class of its capital stock.

5-2. Each share of capital stock shall be entitled to one vote, either in person or by proxy, at all shareholders' meetings. Cumulative voting shall be allowed in the election of directors.

ARTICLE SIX

DIRECTORS

6-1. The affairs of the corporation shall be governed by a Board of Directors and who shall be elected in accordance with the Bylaws of the corporation.

6-2. The initial Board of Directors, shall consist of four members who shall hold office until the first annual meeting of the shareholders of the corporation, or until their successors shall have been elected and qualified. The members of the initial Board of Directors are:

Raymundo J. Chico
710 Republic Building
1612 Tremont Place
Denver, Colorado 80202

John K. Thamm
704 Niblic
Grand Junction, Colorado 81501

Thor Gjelsteen
7300 West Stetson Place,
Bldg. 9, Unit 41
Denver, Colorado 80123

James H. Rice
4802 So. Shenandoah
Aurora, Colorado 80015

6-3. Directors of the corporation need not be residents of Montana nor holders of shares of the corporation's capital stock.

ARTICLE SEVEN

PLACE OF BUSINESS

The principal office and the principal place of business of the corporation initially shall be located in the City of Denver, State of Colorado. The Board of Directors may, however, from time to time establish such other offices, branches, subsidiaries or divisions in such other place or places within or without the State of Colorado as it deems advisable. The address of the corporation's initial registered office in Montana for the purposes of the Montana Business Corporation Act, as amended, shall be:

406 Fuller Avenue
Helena, Montana 59601

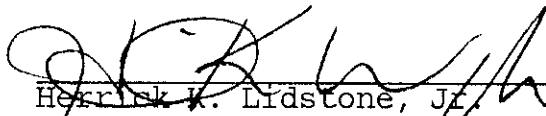
The name of the corporation's initial registered agent at the address of the aforesaid registered office for purposes of said Act shall be: CT Corporation System.

ARTICLE EIGHT

INCORPORATOR

I, Herrick K. Lidstone, Jr., of 1720 South Bellaire Street, Suite 1100, Denver, Colorado 80222, shall act as the incorporator of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 22nd day of April, 1980.

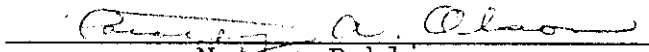

Herrick K. Lidstone, Jr.
1100 Writers' Center IV
1720 South Bellaire Street
Denver, Colorado 80222

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

I, Dorothy A. Olson, a notary public, hereby
certify that on the 22nd day of April, 1980, person-
ally appeared before me HERRICK K. LIDSTONE, Jr., who, being by
me first duly sworn declared that he was the person who signed
the foregoing document as incorporator and that the statements
therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 22nd day of April, 1980.

My commission expires: September 22, 1983.


Notary Public