



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NARROW VALLEY MINING INC.

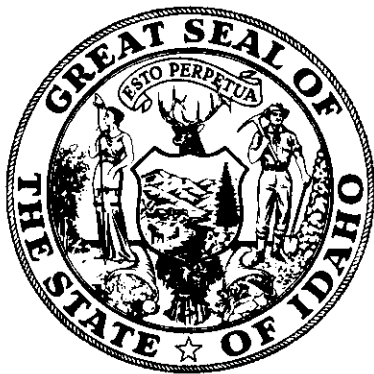
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NARROW VALLEY MINING INC.

, 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 March 7th, 19 50.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

NARROW VALLEY MINING INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be NARROW VALLEY MINING INC.

ARTICLE II

The address of the initial registered office of the corporation is 2604 Odle Way, Boise, Idaho, 83705 and the name of the initial registered agent at such address is Wayne A. Rose.

ARTICLE III

The nature of the business and of the purposes to be conducted and promoted by the corporation, which shall be in addition to the authority of the corporation to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Idaho, is as follows:

1. To purchase, improve, develop, lease, engage, sell, dispose of and otherwise deal in real estate and to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever, and to engage in mining operations of every kind including exploration, discovery, production, manufacturing, refining, transporting, purchasing, selling acquiring, exchanging, owning processing or extracting ore, metals, precious metals, stones, including but not limited to gold, silver, and rare earths, take or receive any contracts or assignments of contracts therefor or relating thereto or connection therewith

and to manufacture or otherwise acquire or furnish all buildings and other materials and supplies connected therewith or required therefor, and to acquire, sell, own, manufacture, produce, adapt, prepare, deal in and deal with any materials, articles or things incidental to or required for or useful in connection with said mining operation or any other business, and to generally carry on any other business which can be advantageously carried on in conjunction with or incidental to any of the matters aforesaid.

2. To acquire, buy, sell, trade, bargain and otherwise deal in and with all types and kinds of personal property and realty and all interest therein.

3. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, securities, equities and interests.

4. To invest in all lands and all forms of realty and personal property and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of realty and personalty.

5. To loan money or realty, personalty, or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.

6. To own and hold real and personal property and to rent or lease the same.

7. To do any and all things necessary, reasonable, proper, convenient, or incident to carrying out the purposes for which this corporation is formed.

8. To borrow money and to pledge, mortgage or hypothecate corporate property, or in any way or manner secure the payment of the same.

9. To conduct business or create franchises for the doing of business in this state or any other state, District of Columbia, territories, and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside of this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside

the State of Idaho, reasonably calculated to promote the purposes hereinabove stated to this corporation.

10. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, and of any business and to assume the liabilities of any person, firm, association, corporation or other business organization and pay for said good will, property rights and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

11. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses; directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

12. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

13. To have, exercise, enjoy and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by the Idaho Business Corporations Act effective July 1, 1979, Idaho Code, including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all objects and purposes of this corporation.

14. To sell, lease or exchange, at any time the corporation is able to meet its liabilities then matured, all of the assets of the corporation in such manner, and upon such terms and conditions as shall be authorized by a vote of the holders of the majority of the issued and outstanding capital stock of the corporation.

15. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE IV

The time of commencement of this corporation shall be upon the issuance to the corporation of a certificate of incorporation as provided by Section 30-1-56, Idaho Code, and the period of the corporation's duration is perpetual.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be 25,000 shares having a par value of one dollar (\$1.00) per share, and shall be paid for at such time, and in such manner, as the Board of Directors shall determine. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other things of value, for the uses and purposes of the corporation, and when so issued, shall be fully paid, the same as though paid for in cash, and the Directors shall be the sole judges of the value of the property, right or thing acquired in exchange for capital stock. The shares of the capital stock of the corporation, when issued, shall be fully paid and nonassessable.

ARTICLE VI

There shall be one class of shares which shall be common shares and each share shall have equal voting powers and shall entitle the holder thereof to one vote.

ARTICLE VII

The names, residences, post office addresses, and number of common shares subscribed by each of the Incorporators are as follows:

Irvin W. Rose one share
4141 Nez Perce, Apt. #120
Boise, Idaho 33705

In addition to these Articles and the By-Laws of the corporation and the laws of the State of Idaho, the provisions for the regulation of the internal affairs of the corporation are that the corporation's stock is restricted in its transfer as provided in the By-Laws of the corporation.

The affairs of the corporation are to be conducted by a Board of Directors of at least one but no more than seven members, or as provided in the By-Laws. The number of Directors constituting the initial Board of Directors of the corporation is two, and the names and addresses of the persons who are to serve as such Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are those persons listed in Article VII hereof.

The private property of the shareholders, members, directors and officers of this corporation shall be forever exempt from corporate debts and liabilities.


IN WITNESS WHEREOF, we the undersigned, being the original parties to these Articles of Incorporation, have hereunto signed our names this 5th day of March, 1980.

Wayne A. Rose
Irvin W. Rose

STATE OF IDAHO)
(ss
County of Ada)

On this 5th day of March, 1980, before me, the undersigned Notary Public, personally appeared WAYNE A. ROSE and IRVIN W. ROSE, known to me to be the persons whose name are subscribed to the foregoing document and acknowledged to me that they executed the same for the purposes therein contained.

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



Notary Public for Idaho
Residing at Boise, Idaho
My Commission expires: 5/15/82