



CERTIFICATE OF INCORPORATION
OF

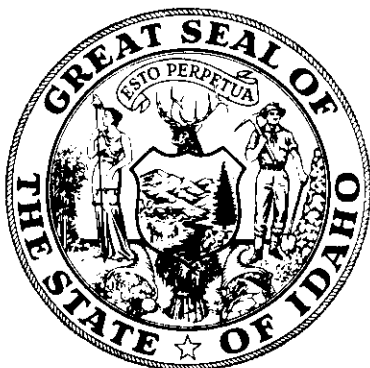
SUN VALLEY-SHAMROCK RESOURCES, INC.

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 _____
SUN VALLEY-SHAMROCK RESOURCES, 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: October 6, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gura*

ARTICLES OF INCORPORATION
OF
SUN VALLEY-SHAMROCK RESOURCES, INC.

I.

The name of this corporation shall be SUN VALLEY-SHAMROCK RESOURCES, INC.

II.

The duration of the corporation shall be perpetual.

III.

The purpose for which this corporation is organized shall be the transaction of any or 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 authority to issue shall be 1,000,000 shares of common stock at \$1.00 par, and 1,000,000 shares of preferred stock at \$1.00 par. The holders of preferred stock are to receive, and the corporation be bound to pay, an annual dividend of not less than six (6%) percent before any dividend shall be paid to the holders of the common stock of the corporation. The dividends on the preferred stock shall be cumulative. Holders of the preferred stock shall have no right to vote at any regular or special meeting of the stockholders, and shall have no voice in the management of the corporation. The preferred stockholders shall participate in the distribution of assets in the event of a dissolution or liquidation of the corporation and shall have a priority over holders of common stock. The whole of the preferred stock may be redeemed by the corporation on any dividend day at the option of the Board of Directors, upon sixty (60) days notice by mail to the holders of record of said stock as may be prescribed by the By-Laws, or, in the absence of any By-Law upon the subject, by resolution of its

Board of Directors, by paying for each share of the preferred stock \$1.00 in cash and in addition thereto all unpaid dividends accrued thereon at the date fixed for such redemption. In any event, all preferred stock may be redeemed by the corporation five (5) years from the date of the first meeting of the shareholders of the corporation. Preferred shareholders may have the right to convert each share of preferred stock into one (1) share of common stock of the corporation at the end of the term or at any redemption date.

V.

The address of the corporation's initial registered office is 400 North Main Street, Hailey, Idaho 83333, and the name of its initial registered agent at such address is Stephen W. Boller, Attorney at Law, 400 North Main, P. O. Box 908, Hailey, Idaho 83333-0908.

VI.

The initial Board of Directors shall consist of one (1) person, and the name and address of the person who shall serve as director is R. D. LITTLE, whose address is Clarendon Hot Springs, P. O. Box 912, Hailey, Idaho 83333-0912.

VII.

The name and address of each incorporator is:

R. D. LITTLE
Clarendon Hot Springs
P. O. Box 912
Hailey, Idaho 83333-0912

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 2nd day of October, 1981.

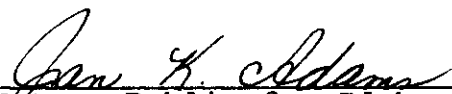


R. D. Little

STATE OF IDAHO)
) ss.
County of Blaine)

On this 2nd day of October, 1981, before me, a Notary Public in and for said State, personally appeared R. D. LITTLE, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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
Residence: Hailey, Idaho