

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
CAPITOL SILVER MINES, INC.**

2004 JAN 22 AM 9:07

STATE OF IDAHO

H. James Magnuson, being over the age of eighteen (18) years of age and a citizen of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I

The name of this corporation shall be Capitol Silver Mines, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to enter into any written or oral contract or to buy, sell, bargain, trade, convey, hire, rent, lease or in any other way, acquire, disburse, obtain or release or provide, with or without written or oral contract or by any other lawful means, any form of personal property or services, without exception, and any form of real property, from or to any person, persons or entities, or any group, organization, governmental authority or business, at any time or in any place, anywhere without exception and transact any and or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

This corporation shall have the authority to issue six million (6,000,000) shares of capital stock of the par value of ten cents (\$0.10) per share. There shall be no other class or shares of stock in this corporation.

ARTICLE V

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

ARTICLE VI

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

IDAHO SECRETARY OF STATE
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ARTICLE VII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE VIII

The address of the registered office of this corporation is 413 Cedar Street, Wallace, Idaho 83873, and the name of its registered agent at such address is H. F. Magnuson.

ARTICLE IX

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be three (3) and shall serve until the first meeting of shareholders and until successors are elected and qualified. The name and post office address of the first directors are as follows:

NAME

ADDRESS

H. F. Magnuson

P. O. Box 469
Wallace, ID 83873

H. James Magnuson

P. O. Box 2288
Coeur d'Alene, ID 83816

Dennis O'Brien

413 Cedar Street
Wallace, ID 83873

ARTICLE X


The name and post office address of the incorporator of this corporation is as follows:

NAME

ADDRESS

H. James Magnuson

P. O. Box 2288
Coeur d'Alene, ID 83816


H. JAMES MAGNUSON

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