

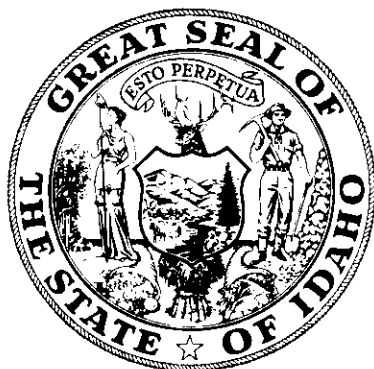
CERTIFICATE OF AUTHORITY
OF

ADIT RESOURCES CORPORATION

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

Dated October 19, 1981.



Pete T. Cenarrusa
SECRETARY OF STATE

Penny Yursa
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 ADIT RESOURCES CORPORATION
2. *The name which it shall use in Idaho is ADIT RESOURCES CORPORATION
3. It is incorporated under the laws of Arizona
4. The date of its incorporation is October 21, 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 810 West Grant Road, Tucson, AZ 85705
6. The address of its proposed registered office in Idaho is 300 North 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:
Natural Resources Exploration, development & Production and all business which may be lawfully be conducted by a corporation in Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Walter E. Heinrichs, Jr.</u>	<u>President & Director</u>	<u>810 W. Grant Road, Tucson, AZ 85705</u>
<u>Richard L. Peterson</u>	<u>Vice President & Director</u>	<u>Box 8, Douglas, Wyoming 82633</u>
<u>David B. Mazer</u>	<u>Secretary, Treasurer & Director</u>	<u>5361 N. Camino de la Cumbre, Tucson, AZ 85715</u>
<u>Mary H. Turner</u>	<u>Asst. Secretary & Asst. Treasurer</u>	<u>4352 E. Sixth Street, Tucson, AZ 85711</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>20,000,000</u>	<u>Common</u>	<u>\$0.01</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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
6,574,000	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.

X Dated Oct. 6, 19 81.

ADIT RESOURCES CORPORATION

By

Walter E. Heinrichs, Jr.
Walter E. Heinrichs, Jr.

Its _____ President

and

Mary H. Turner
Mary H. Turner

Its _____ Assistant Secretary

STATE OF ARIZONA)

) ss:

COUNTY OF PIMA)

X I, Mary H. Turner, a notary public, do hereby certify that on
this 6th day of October, 19 81, personally appeared before
me Walter E. Heinrichs, Jr., who being by me first duly sworn, declared that he
is the President of ADIT RESOURCES CORPORATION

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

Mary H. Turner
Notary Public

*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.

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

ARTICLES OF INCORPORATION

OF

ADIT RESOURCES CORPORATION

STATE OF ARIZONA

I hereby certify the annexed is a
true and complete copy of the
3 page document on file in
this Office.

DATED: 26TH AUGUST 1981

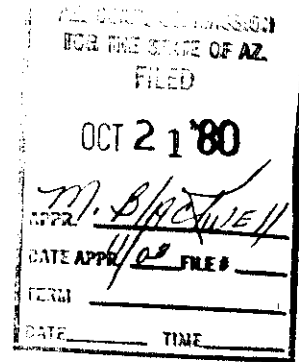
Timothy C. Barron
Executive Secretary

BY: *Gene A. Peterson*

This Certification Stamp Replaces
Our Previous Certification System.



ARTICLES OF INCORPORATION
of
ADIT RESOURCES CORPORATION



505013

I. NAME

The name of the corporation is ADIT RESOURCES CORPORATION.

II. PURPOSE

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of engaging in the business of prospecting, exploring, acquiring, developing and maintaining mineral properties, and any and all other businesses of any type whatsoever growing out of, related to or in any manner whatsoever in connection with any of the items, businesses, relationships, purposes or powers described in these articles. No enumeration herein set forth shall in any manner be deemed to be exclusive of object or purposes not enumerated, but on the contrary such enumerations shall be construed as including all other and further objects and purposes of the same or similar type or character, regardless of how thin, vague, or indefinite the relationship or connection may be.

III. INITIAL BUSINESS

The corporation initially intends to conduct the business of prospecting, exploring, acquiring, developing and maintaining mineral properties and other activities relating thereto.

IV. AUTHORIZED CAPITAL

The corporation shall have the authority to issue Twenty Million (20,000,000) shares of common stock, par value One (\$.01) Cent per share.

V. STATUTORY AGENT

The name and address of the initial statutory agent of the corporation is PATRICK J. FARRELL, Attorney at Law,

509 Transamerica Building, 177 North Church Avenue, Tucson,
Arizona 85701.

VI. KNOWN PLACE OF BUSINESS

The known place of business of the corporation shall
be P. O. Box 5964, Tucson, Arizona 85703.

VII. BOARD OF DIRECTORS

The business and affairs of the corporation shall
be managed by the Board of Directors. The number of persons
which shall constitute the whole Board of Directors shall not
be less than three (3) nor more than twenty (20). The specific
number of persons on the Board of Directors shall be fixed,
from time to time, by the Board of Directors, in accordance
with these Articles and the Bylaws of the corporation. Until
the first annual meeting of shareholders, and until their
successors shall have been elected and qualified, the initial
Board of Directors shall consist of three (3) directors, and
the following persons shall be the initial directors of the
corporation.

David B. Mazer
5361 N. Camino De La Cumbre
Tucson, Arizona 85715

Walter E. Heinrichs
810 West Grant Road
Tucson, Arizona 85705

Richard L. Peterson
350 N. Seventh
Douglas, Wyoming 82633

VIII. INCORPORATORS

The incorporators of the corporation are:

W David B. Mazer
5361 N. Camino De La Cumbre
Tucson, Arizona 85715

W Walter E. Heinrichs
810 West Grant Road
Tucson, Arizona 85705

W Richard L. Peterson
350 N. Seventh
Douglas, Wyoming 82633

All powers, duties and responsibilities of the incorporators
shall cease at the time of delivery of these Articles of
Incorporation to the Arizona Corporation Commission for filing.

IX. DISTRIBUTIONS FROM CAPITAL SURPLUS

The Board of Directors of the corporation may, from
time to time, distribute on a pro rata basis to its share-
holders out of the capital surplus of the corporation a portion
of its assets, in cash or property.


X. INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS

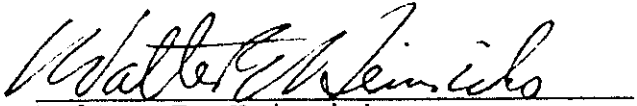
The corporation shall indemnify any person who incurs expenses by reason of the fact that he or she is or was an officer, director, employee or agent of the corporation, in accordance with the procedures more specifically set forth in the Bylaws of the corporation. This indemnification shall be mandatory under all circumstances in which indemnification is permitted by law.

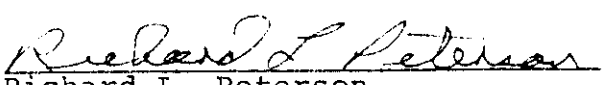
XI. REPURCHASE OF SHARES

The Board of Directors of the Corporation may, from time to time, cause the corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands this 20th day of March, 1980.

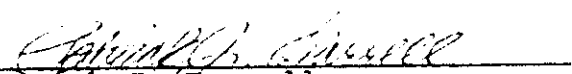

David B. Mazer


Walter E. Heinrichs


Richard L. Peterson

ACKNOWLEDGMENT OF APPOINTMENT AS STATUTORY AGENT

PATRICK J. FARRELL, having been designated to act as Statutory Agent of ADIT RESOURCES CORPORATION, hereby consents to act in that capacity until his removal or resignation is submitted in accordance with the Arizona Revised Statutes.


Patrick J. Farrell