



CERTIFICATE OF INCORPORATION
OF

MINERALS RESOURCE CORPORATION

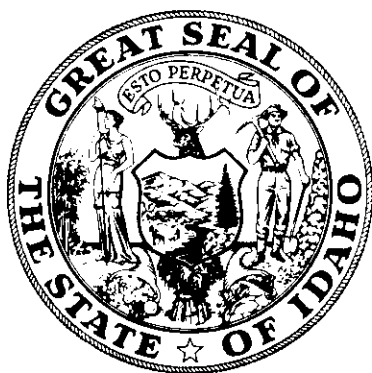
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MINERALS RESOURCE CORPORATION

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: ***November 7, 1983***



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

NOV 7 AM 9 45F
MINERALS RESOURCE CORPORATION
STATE OF IDAHO
STATE

KNOW ALL MEN BY THESE PRESENTS: That, we, the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

ARTICLE I

The name of the corporation shall be MINERALS RESOURCE CORPORATION.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The principle office and place of business of this corporation is initially located at 2785 Lancaster Dr., Boise, Idaho 83702. John J. Oberbillig is the designated registered agent for the corporation and resides at this address. The principle place of business of the corporation may be relocated, and other office or offices of the corporation may be established at other location or locations.

ARTICLE IV

This corporation is organized as a General Business Corporation under the laws of the State of Idaho to locate and develop mining claims and properties; to acquire and operate mine or mines within or outside the State of Idaho and to engage in the general business of mining or mineral development, but the corporation shall have the power and authority to conduct and operate any lawful business or

enterprise within or without the State of Idaho or within the United States. It shall have and may exercise the powers and authorities granted to such corporation under the constitution and the statutes of the State of Idaho now in effect as they may be amended, supplemented or extended hereafter.

In addition to the foregoing powers, this corporation shall have complete authority to do and perform any act or thing necessary to carry out its business purposes which may be calculated, directly or indirectly, to advance the business of the corporation or the enhancement of its properties, including the right to acquire and dispose of its own shares of stock or other securities.

ARTICLE V

The authorized capital stock of this corporation shall consist of 25,000 shares of common capital stock with a par value of \$1.00 per share.

Each share of common capital stock shall be entitled to one vote and to participate in any dividends declared on common stock. The common capital stock shall be non-assessable but shall not have preemptive rights.

The capitalization of this corporation may be increased or decreased in the manner provided by law. If increased, the amendment or amendments therefore may provide for one or more classes of stock with such voting, dividend, preemptive rights or other privileges as may be provided therein.

ARTICLE VI

The board of directors of this corporation shall be composed of three (3) members. It is not necessary that a director be shareholder of this corporation. The incorporators shall be the Board of Directors until their successors are elected at the first meeting of shareholders following incorporation. At the first meeting of the stockholders, the directors shall be elected to serve until the following annual meeting of stockholders, or until successors are elected or appointed.

ARTICLE VII

The private property of stockholders of this corporation shall, in no way, be obligated to pay the debts or obligations of the corporation.

ARTICLE VIII

Articles of Incorporation for this corporation may be amended as hereinafter provided and as authorized and allowed under the statutes of the State of Idaho.

ARTICLE IX

By-laws shall be adopted by the Board of Directors. Such by-laws may provide that the Board of Directors of the corporation, whenever a quorum is in attendance, by two-thirds (2/3rds) vote of the shareholders may:

- (a) remove at any time any officer of the corporation elected or appointed;

- (b) repeal or amend the by-laws of the corporation or adopt new by-laws which do not affect the term of office of a director.

Whenever a quorum is in attendance the Board of Directors, by majority vote of the Directors voting, may exercise the powers of such Board of Directors including:

- (a) the determination, amount, and date of payment of dividends to be paid upon the issued stock of the corporation;

- (b) authorize mortgages, liens, or transfers of real and personal property of the corporation;

- (c) when authorized by majority vote of the issued and outstanding stock of the corporation, or if subsequently ratified by affirmative vote of majority of the issued and outstanding stock of the corporation, the Board of Directors

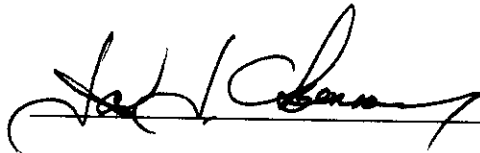
may sell, lease or exchange, all or any part of the assets of the corporation, including its franchise as a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock of another corporation, as the Board of Directors may deem prudent and in the best interests of the corporation.

ARTICLE X

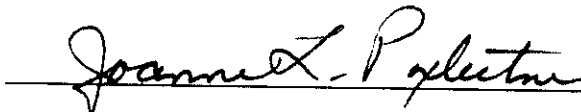
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JOK
ARE THE INITIAL BOARD OF DIRECTORS

The names of the incorporators and the amount of capital stock subscribed by each are as follows:

NAME		NUMBER OF SHARES
John J. Oberbillig	2785 Lancaster Dr. Boise, Idaho 83702	10
Don D. Oberbillig	612 Boise Hills Dr. Boise, Idaho 83702	10
Joanne L. Poxleitner	1620 W. Bannock St, No.1 Boise, Idaho 83702	10







STATE OF IDAHO)) ss:
COUNTY OF ADA)

On this 20³ day of October, 198~~8~~, before me, the undersigned, a Notary Public in and for said county and state, personally appeared JOHN J. OBERBILLIG and DON D. OBERBILLIG known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, 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.

Linda K. Gray
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)) ss:
COUNTY OF ADA)

On this 20 October, 1983, before me, the undersigned, a Notary Public in and for said county and state, personally appeared JOANNE L. POXLEITNER known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she 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.

Linda K. Gray
Notary Public for Idaho
Residing at Boise, Idaho