



**CERTIFICATE OF INCORPORATION
OF**

SEA-LIFE, 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 the above named 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: **December 31, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

DEC 31 3 10 PM '85
ARTICLES OF INCORPORATION
SECRETARY OF STATE OF

SEA-LIFE, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, Kenneth D. Montee, over the age of eighteen, have this day voluntarily come for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and I do thereby certify the following Articles of Incorporation, as follows:

I.

The name of the corporation shall be SEA-LIFE, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

In addition to the powers granted to the corporation by the State of Idaho, the purposes of this corporation as formed are as follows:

To acquire by purchase or lease or otherwise, lands or interests in lands; to own, to hold, improve, develop and/or manage any real estate; for the purposes of removing mineral and energy resources, by various acceptable or experimental technique on any lands owned, held or occupied by the corporation; to alter or improve any site or environmental distraction now or hereafter on any lands so owned, held or occupied or otherwise located; to borrow money; to lend money; to conduct a general mineral and energy resource agency and commission business for others in the purchase, sale and management of mineral and energy resource property; to purchase and sell personal property of all kinds used for mineral and energy resource purposes, stocks, bonds, and notes; to negotiate loans thereon, to extract to process or mill to manufacture and market mineral and energy resource products of all kinds natural or incidental to the conduct of said business, and all other powers necessary or incidental to the conduct of said business; and to do all acts permitted by the general business incorporation law of Idaho and all other such acts as are necessary and expedient to accomplish these stated purposes.

IV.

The Corporation shall have the authority to issue Fifty Million (50,000,000) shares of common stock having a \$0.001 par

value per share.

V.

The Corporation shall not commence business until consideration of the value of at least Five Hundred Dollars (\$500.00) has been received for the issuance of shares.

VI.

Preemptive rights of shareholders to acquire additional shares of the Corporation shall not exist. Cumulative voting rights shall not exist.

VII.

The address of the initial registered office of the Corporation shall be:

P.O. Box 1709
2710 E. Harrison
Coeur d'Alene, Idaho 83814

The registered agent is:

KENNETH D. MONTEE

VIII.

The management of this Corporation shall be vested in the Board of Directors and the number of directors shall not be less than one, and the number, qualification, terms of office, manner of election, place and time of meetings, and powers and duties shall be such as prescribed by the Bylaws of the Corporation.

IX.

The authority to make Bylaws for the Corporation is hereby expressly vested in the Board of Directors of this Corporation subject to the power of the shareholders to change or repeal such Bylaws.

X.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders are as follows:

DAVID BALDWIN
N. 2412 Myrtle
Spokane, Washington 99207

KENNETH D. MONTEE
P.O. Box 1709
2710 E. Harrison
Coeur d'Alene, Idaho 83814

The name and address of the incorporator is as follows:

KENNETH D. MONTEE
P.O. Box 1709
2710 E. Harrison
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, an Incorporator has hereunto set his hand
this 27 day of December, 1985.



Kenneth D. Montee

STATE OF Washington)
) ss.
County of Spokane)

This is to certify that on the 27 day of December,
1985, before me, the undersigned Notary Public, personally
appeared Kenneth D. Montee known to me to be the person whose
name is subscribed to the Articles of Incorporation hereinabove,
and he acknowledged to me that he has executed the same as his
own free act, for the purposes and uses therein mentioned.

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



Notary Public in and for the State
of Washington, residing at Spokane.

My commission expires 11/15/88

CONSENT TO SERVE AS REGISTERED AGENT

I, KENNETH D. MONTEE, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation:

SEA-LIFE, INC.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED: 12/27/85


KENNETH D. MONTEE

P.O. Box 1709
2710 E. Harrison
Coeur d'Alene, Idaho 83814
(Registered Office Address)