

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GOLD RUN GULCH MINING COMPANY

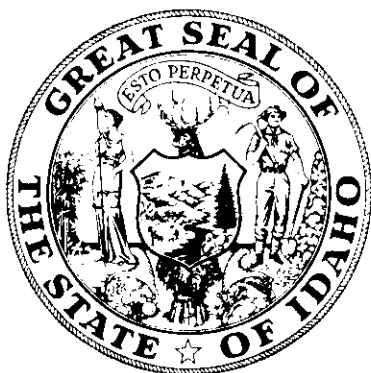
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GOLD RUN GULCH MINING COMPANY

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 29, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

OCT 29 9 24 AM '84
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
GOLD RUN GULCH MINING COMPANY

HARRY F. MAGNUSON, being over the age of eighteen (18) years of age and a citizen of the State of Idaho and United States of America, for the purpose of forming a corporation under the Idaho Business Corporations Act, adopts the following articles of incorporation.

ARTICLE I

The name of this corporation shall be GOLD RUN GULCH MINING COMPANY.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is for mining and for the transaction of any and all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

This corporation shall be capitalized for Three Hundred Thousand (\$300,000.00) Dollars. The total authorized stock of this corporation shall be divided in to Three Million (3,000,000) shares, all of which shall be common stock with a par value of \$0.10 per share. Said shares shall be nonassessable and shall all be of the same class and every share of said stock shall be equal in all respects to every said share.

ARTICLE V

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

ARTICLE VI

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 VII

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

ARTICLE VIII

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 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 by-laws, but the number of the first board of directors shall be four (4), and they shall serve until the first meeting of shareholders and until their successors are elected and qualified, and their names and post office addresses are as follows:

Harry F. Magnuson
P. O. Box 469
Wallace, Idaho 83873

Harold Rhodes
4359 Vetter Place
La Mesa, California 92041

R. Melvin MacPhee
Sunshine Star Route
Kellogg, Idaho 83837

William Zanetti
P. O. Box 500
Osburn, Idaho 83849

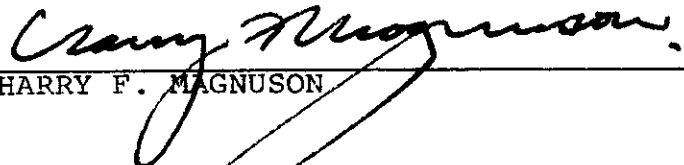
ARTICLE X

The address of the registered office of this corporation is Scott Building, P. O. Box 469, Wallace, Idaho, 83837, and the name of its registered agent is R. Melvin MacPhee.

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

Harry F. Magnuson
P. O. Box 469
Wallace, Idaho 83873

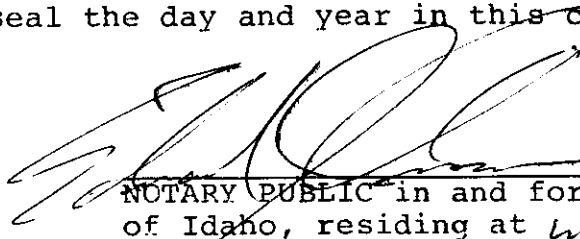
The incorporator has signed these articles of incorporation this 24 day of OCTOBER, 1984.


HARRY F. MAGNUSON

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 24 day of OCTOBER, 1984, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared HARRY F. MAGNUSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged and swore 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 in and for the State
of Idaho, residing at WALLACE