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State of Idaho

Department of State

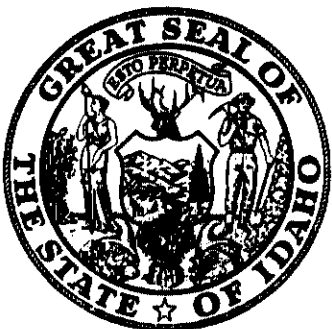
CERTIFICATE OF INCORPORATION OF

MYSTIC OMEGA 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 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: January 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry Deane*

Articles of Incorporation

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SEC. OF STATE

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SECRETARY OF STATE

IDAHO SECRETARY OF STATE
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EX # 1756318 CUST# 27595
CORP 10 60.00= 60.00

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizen of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

ARTICLE 1

The name of the corporation is: MYSTIC OMEGA MINING COMPANY.

ARTICLE 11

The corporation is to have perpetual existence.

ARTICLE 111

The purposes and objects for which the corporation is organized include Mining, exploration and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

ARTICLE 1V

The aggregate number of shares which the corporation shall have authority to issue is: ONE MILLION(1,000,000). Such shares are to consist of one class only. The par value of each of such shares shall be NONE....., which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

ARTICLE V

All of the shares of stock issued shall be common stock, 19940125 51143 2
shares shall have equal value, without preferences, limitations 1756318 CUST# 27595
differences in relative rights with respect to other shares. CORP 10 40.00= 40.00

Articles of Incorporation

ARTICLE VI

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible to stock. Any stock or obligations issued by the corporation shall be first be offered to the stock holders of the corporation.

ARTICLE VII

The corporation reserves the right to amend, alter, change or repeal any of the provisions contained in the articles of Incorporation and that the rights of the shareholders are granted subject to that reservation.

ARTICLE VIII

The corporation reserves authority in the Board of Directors to make the bylaws of the corporation.

ARTICLE IX

The address of the initial registered office of the corporation is: 1320 West Yellowstone, Osburn, Idaho 83849-0420. P. O. Box 420

The name of the corporation's initial registered agent at such address is: Robert J. Stairs

ARTICLE X

The number of directors constituting the initial Board of Directors is: Three (3)

The names and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are: Robert J. Stairs, 1320 W. Yellowstone, Osburn, Idaho 83849-0420, Ronny D. Caldwell, P.O. Box 1223, Wallace, Idaho 83873 and Scott T. Campbell, 107 Presley, Kellogg, Idaho 83837.

Articles of Incorporation

ARTICLE XI

The name(s) and address of each incorporator is as follows: Robert J. Stairs, 1320 W. Yellowstone, Osburn, Idaho 83849-0420, Ronny D. Caldwell, P.O. Box 1223, Wallace, Idaho 83873, and Scott T. Campbell, 107 Presley, Kellogg, Idaho 83837.

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) and seal(s) this 21st day of January, 1994.


ROBERT J. STAIRS
INCORPORATOR/DIRECTOR

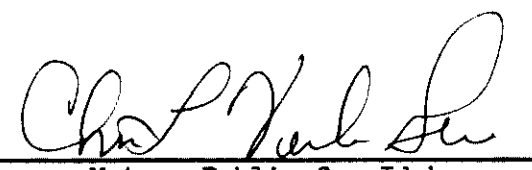

RONNY D. CALDWELL
INCORPORATOR/DIRECTOR


SCOTT T. CAMPBELL
INCORPORATOR/DIRECTOR

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

On this 21st day of January, 1994, before me, the undersigned, a Notary Public in and for said state, personally appeared Robert J. Stairs, Ronny D. Caldwell and Scott T. Campbell, known to me to be the person(s) whose name(s) is/are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same and that they were person(s) of lawful age and citizen(s) of the United States of America.

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 for Idaho

Residing at: Osburn

My commission expires: 3/14/94

Articles of Incorporation

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Robert J. Stairs, hereby consent to serve as Registered Agent, in the state of Idaho, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

January 21, 1994



Robert J. Stairs
Agent designated in Article IX