



CERTIFICATE OF AUTHORITY
OF

TEXASGULF MINERALS AND METALS, INC.

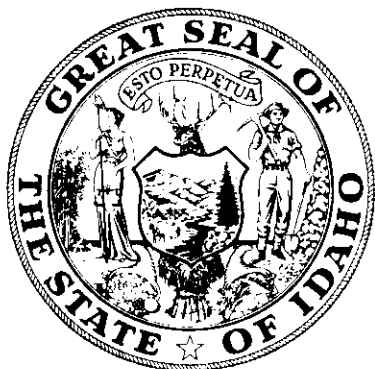
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of **TEXASGULF MINERALS AND METALS, INC.**

_____ 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 **TEXASGULF MINERALS AND METALS, INC.**

to transact business in this State under the name **TEXASGULF MINERALS AND METALS,**
INC. _____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **August 1, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

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 Texasgulf Minerals and Metals, Inc.
2. *The name which it shall use in Idaho is Texasgulf Minerals and Metals, Inc.
3. It is incorporated under the laws of the state of Delaware
4. The date of its incorporation is March 26, 1958 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 c/o The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 High Ridge Park, Stamford, Connecticut 06904
7. The street 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
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Mineral exploration

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See schedules A and B attached</u>		

10. 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>10,000</u>	<u>Common</u>	<u>\$100.00</u>

(continued on reverse)

11. 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
1,250	Common	\$100.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. 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.

Dated July 19, 19 83

Texasgulf Minerals and Metals, Inc.

By

Charles W. Wilder
Charles W. Wilder, Vice President & Deputy Gen. Csl.
Its President

and

William H. Strait
William H. Strait Its Assistant Secretary

STATE OF Connecticut)
COUNTY OF Fairfield) ss:

I, LILLIAN I. GLINKA, a notary public, do hereby certify that on
this 19TH day of JULY, 19 83, personally appeared before
me Charles W. Wilder, who being by me first duly sworn, declared that he
is the Vice President & Deputy General Counsel of Texasgulf Minerals and Metals, Inc.

that he signed the foregoing document as V.P. & Deputy Gen. Csl of the corporation and that the statements therein contained are true.

Lillian I. Glinka
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.

Directors of
Texasgulf Minerals and Metals, Inc.

<u>Name</u>	<u>Address</u>
David C. Edmiston, Jr.	Texasgulf Inc. 5932 McIntyre Street Golden, Colorado 80403
Gino P. Giusti	Texasgulf Inc. High Ridge Park Stamford, Connecticut 06904 (Stamford)
Earl L. Huntington	Stamford
Kenneth J. Kutz	Stamford
Michel A. Rapaccioli	Stamford
Michel Schneider-Maunoury	Stamford

Officers of
Texasgulf Minerals and Metals, Inc.

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chairman of the Board	Michel Schneider-Maunoury	Texasgulf Inc. High Ridge Park Stamford, CT. 06904 (Stamford)
President and Chief Executive Officer	Gino P. Giusti	Stamford
Senior Vice President and General Counsel	Earl L. Huntington	Stamford
Senior Vice President and Chief Financial Officer	Michel A. Rapaccioli	Stamford
Vice President	James A. Campbell	Stamford
Vice President	David C. Edmiston, Jr.	Texasgulf Inc. 5932 McIntyre St. Golden, CO. 80403
Vice President and Treasurer	Robert P. Hedley	Stamford
Vice President	Kenneth J. Kutz	Stamford
Vice President and Controller	John T. Thornton	Stamford
Vice President	F. Wayne White	Stamford
Vice President and Deputy General Counsel	Charles W. Wilder	Stamford
Secretary	David M. Crawford	Stamford
Assistant Secretary	Lynnette E. Graham	Stamford
Assistant Secretary	William H. Strait	Stamford



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DEPARTMENT OF STATE

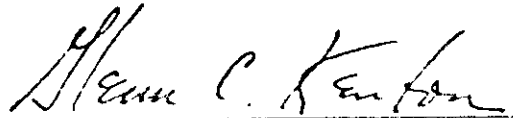
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on March 26, 1958.




Glenn C. Kenton, Secretary of State

BY: M. Toon

DATE: July 26, 1983

CERTIFICATE OF INCORPORATION

OF

RIDGE MINING COMPANY

* * * * *

FIRST. The name of the corporation is
RIDGE MINING COMPANY.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To mine, produce, purchase, acquire, own, prepare for market, sell and otherwise dispose of minerals, metals, ores and other useful or valuable substances, deposits or products.

To search, prospect and explore for minerals, metals, ores, coal, stone, petroleum, gas, timber and any other useful or valuable elements, substances or products; to acquire, own, develop and exploit rights, claims and interests in lands and the products thereof; to acquire, own, maintain, develop, improve, manage, work and operate mines, pits, quarries, collieries, timberlands and properties of all kinds, and any articles, materials, machinery,

equipment and property used therefor or in connection therewith.

To manufacture, separate, reduce, smelt, refine, concentrate, treat, convert, work and produce metals of all kinds; to manufacture, produce, acquire, own, prepare for market, sell, dispose of and deal in metals, alloys, metal products, ores, minerals, stone, coal, wood, petroleum, gases and the products or by-products thereof; and to establish, build, acquire, own, equip, maintain, improve, repair and operate mills, factories, furnaces, converters, smelters, shops, laboratories, offices, buildings, structures and works of all kinds suitable, necessary or convenient to any of the purposes of the corporation.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage

upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to One Million Dollars. (\$1,000,000.00.).

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
H. K. Webb	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its

good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the

creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

TWELFTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 24th day of March, A.D. 1958.

H. K. Webb _____ (SEAL)

H. C. Broadt _____ (SEAL)

A. D. Atwell _____ (SEAL)

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss:

BE IT REMEMBERED that on this 24th day of
March, A.D. 1958, personally came before me, a Notary
Public for the State of Delaware, H. K. Webb,
H. C. Broadt and A. D. Atwell, all of the parties to the
foregoing certificate of incorporation, known to me per-
sonally to be such, and severally acknowledged the said cer-
tificate to be the act and deed of the signers respectively
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

M. Ruth Mannering

Notary Public

M. Ruth Mannering
Notary Public
Appointed Feb. 12, 1957
State of Delaware
Term Two Years

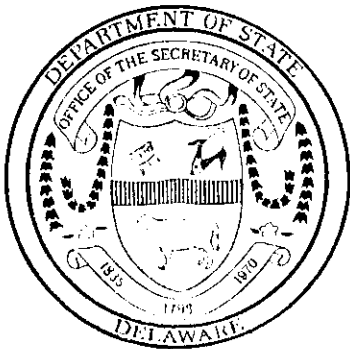


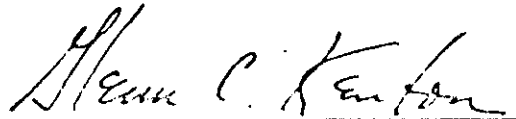
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on May 15, 1975.





Glenn C. Kenton, Secretary of State

BY: 

DATE: July 26, 1983.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RIDGE MINING COMPANY

* * * * *

RIDGE MINING COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation;

RESOLVED, that the Certificate of Incorporation of RIDGE MINING COMPANY be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is
TEXASGULF WESTERN INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of The General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said RIDGE MINING COMPANY has caused this certificate to be signed by DR. LEO J. MILLER, its President, and attested by MR. DAVID L. JAMES, its Secretary, this 8th day of May, 1975.

RIDGE MINING COMPANY

By LEO J. MILLER
Dr. Leo J. Miller, President

ATTEST:

By DAVID L. JAMES
David L. James, Secretary

CORPORATE SEAL



State of DELAWARE

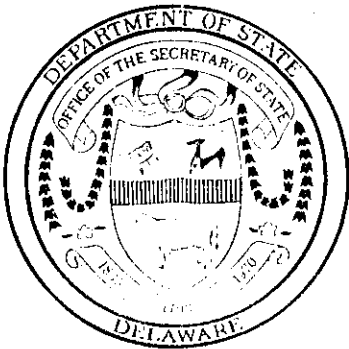


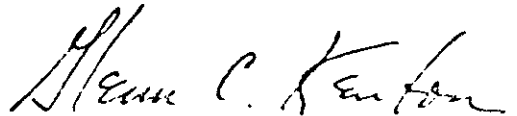
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

filed in this office on January 12, 1983




Glenn C. Kenton, Secretary of State

BY: M Toon

DATE: July 26, 1983

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TEXASGULF WESTERN INC.

* * * * *

Texasgulf Western Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the board of directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the certificate of incorporation of said corporation:

RESOLVED, that the certificate of incorporation of Texasgulf Western Inc. be amended by changing the article thereof numbered "FIRST" so that, as amended, said article shall be and read as follows:

"FIRST: The name of the corporation is Texasgulf Minerals and Metals, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Texasgulf Western Inc. has caused this certificate to be signed by William H. Strait, its Vice President and Secretary, and attested by Eugene G. McGuire, its Assistant Secretary, this 10th day of January, 1983.

TEXASGULF WESTERN INC.

By William H. Strait
William H. Strait
Vice President and
Secretary

ATTEST:

By Eugene G. McGuire
Eugene G. McGuire
Assistant Secretary