

9-7420

State of Idaho

Department of State

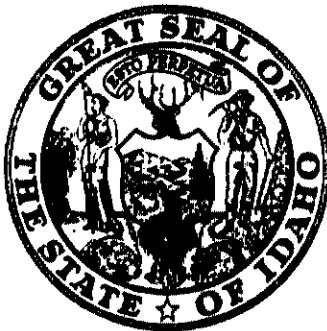
CERTIFICATE OF INCORPORATION OF

RARE EARTH AND MINERALS, 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: January 23, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Allie Lammert

Corporation Clerk

JAN 13 4 01 PM '32
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RARE EARTH AND MINERALS, INC.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Rare Earth and Minerals, Inc.

ARTICLE II
DURATION

The corporation shall exist perpetually or until dissolved according to law.

ARTICLE III
PURPOSES

The purpose of the corporation is to engage in any lawful acts or lawful activities under the Idaho Corporation Act including, but not limited to: the prospecting for, exploration for, development, production, refining, processing, storage, marketing, and use of metals, oil and gas, gemstones and other minerals; the buying, owning, selling, leasing, conveying, subletting and assigning of real and personal property of all types; and the development and improvement of real property.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000.) shares of common stock having a par value of \$0.01 per share. All voting rights of the corporation shall be exercised by the holders of the common stock, with each share of common stock being entitled to one vote. All shares of common stock shall have equal rights in the event of dissolution or final liquidation.

ARTICLE V
CUMULATIVE VOTING

Holders of common voting stock shall have Cumulative voting rights in the election of the Board of Directors.

ARTICLE VI
NO PREEMPTIVE RIGHTS

No holder of shares of the capital stock of any class of the corporation shall have any preemptive or preferential rights of subscription to any shares of any class of stock of the corporation.

ARTICLE VII
COMMENCEMENT OF BUSINESS

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.) has been received for the issuance of shares.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 976 Valencia Street, Boise Idaho 83706, and the initial registered agent at such address is David S. Perkins.

ARTICLE IX
DIRECTORS

The number of directors which shall constitute the Board of Directors of the corporation may vary from three to nine directors as prescribed by the bylaws. The number of directors constituting the initial Board of Directors shall be three and the names and addresss of the persons who are to serve as directors until the first regular annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
David S. Perkins	976 Valencia Street Boise, ID 83706
Kristin B. Perkins	976 Valencia Street Boise, ID 83706
J. Ken Perkins	6237 Mary Jane Lane Glendale, AZ 85306

ARTICLE X
INCORPORATORS

The names and addresses of each of the incorporators are the same as those listed as Directors.

ARTICLE XI
INDEMNIFICATION - EXCULPATION

The corporation shall provide indemnification and exculpation to its directors and officers to the maximum extent provided, and under the terms provided, by the laws and decisions of the courts of the State of Idaho and of the United States of America.

DATED this 3rd day of January, 1992.


David S. Perkins

Kristin B Perkins
Kristin B. Perkins

J. Ken Perkins
J. Ken Perkins

State of IDAHO)
) ss
County of ADA)

On this 23 day of January, 1992, before me, a notary public in and for the State of IDAHO, personally appeared David S. Perkins and Kristin B. Perkins, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation as incorporators, and acknowledged to me that the statements contained are true and that they executed the same.

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

Seal

Notary Public For Idaho
Residing at Bonnie, Idaho


My bond expires 4-21-, 1993.

State of ARIZONA)
County of maricopa) ss

On this 17th day of January, 1992, before me, a notary public in and for the State of ARIZONA, personally appeared J. Ken Perkins, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation as an incorporator, and acknowledged to me that the statements contained are true and that he executed the same.

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

Seal


[Signature]
Notary Public for Arizona
Residing at 1203 N. 32nd St

My bond expires My Commission Expires Sept. 30, 1993