

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

GROOM MINING CO., INC.

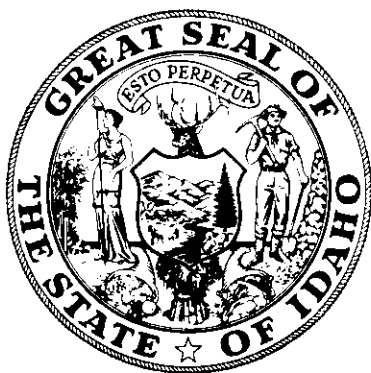
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GROOM MINING CO., INC.

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: *March 12, 1984*



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Denise Heier

ARTICLES OF INCORPORATION OF
GROOM MINING CO., INC.

FILED
JAN 12 1934
IDAHO

The undersigned, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation of GROOM MINING CO., INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes and objects for which this corporation is formed and its powers are:

(a) To engage in, conduct and carry on for profit, either as principal, agent, partner, joint adventurer, or in any capacity whatever, the general business of exploring for, mining, extracting, milling, concentrating, smelting and otherwise processing, buying, selling, exchanging, and otherwise producing and dealing in any and all kinds of ores, metals, minerals, and other underground substances including coal, oil and gas, and the products and by-products thereof, and in connection therewith to purchase, locate, acquire, sell, exchange, lease and deal in lands, mines, mineral rights, and claims and interests therein, water and timber rights, oil and gas rights, and to construct and operate such works, plants and structures as shall be necessary and incidental to the performance of all or any of the matters aforesaid; and generally to do and perform any and all other acts and things which in the judgment of this corporation may be requisite for its purposes or incidental thereto.

(b) That this corporation shall have the power to transact any and all lawful business that is necessary, suitable, proper or deemed desirable by this corporation's management for the accomplishment of any of the corporation's purposes aforesaid or of any objective incidental to or connected with any of said purposes.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of the par value of Ten Cents (\$0.10) per share, all of one class which shall be designated common stock, and which stock shall be non-assessable.

FIFTH: No shareholder of the Corporation shall have any pre-emptive or preferential right to subscribe to any shares of any class of the Corporation whether now or hereafter authorized, or to any obligations convertible into shares of the Corporation, issued or sold, other than such right, if any, and at such price as the Board of Directors, in its discretion, may, from time to time authorize and determine.

The Board of Directors of this corporation shall have the power and authority from time to time to authorize the sale of and to sell, for cash or otherwise, all or any portion of the unissued and/or treasury stock of this corporation.

SIXTH: The address of the initial registered office of the Corporation is Route 5, Box 81-3A, Priest River, Bonner County, Idaho 83856, and the name of its initial registered agent at such address is Carl Wigen. That the Board of Directors may, from time to time, designate a different address within Idaho as the registered office and may also name a different registered agent for the corporation.

SEVENTH: That the affairs of this corporation shall be conducted by a Board of Directors, which shall consist of not less than three (3) persons and not more than seven (7) persons as the shareholders may from time to time direct; that such Board of Directors shall be elected at the annual meeting of the shareholders and such Director or Directors shall hold office for one year or until their respective successors are elected and qualified.

EIGHTH: The number of Directors constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as directors

until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Carl Wigen	Route <u>5</u> Box 81-3A, Priest River, ID 83856
George Groom	557 E. Fairview, Spokane, WA 99207
Dorothy Groom	557 E. Fairview, Spokane, WA 99207

NINTH: That the incorporator is a natural person over the age of twenty-one years and his name and address is:

<u>Name</u>	<u>Address</u>
Carl Wigen	Route <u>5</u> Box 81-3A , Priest River, ID 83856

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 29th day of February, 1984.

STATE OF IDAHO)
 ss.
County of Kootenai)

Carl Wigen

On this 29th day of February, 1984, before me, the undersigned Notary Public, personally appeared CARL WIGEN, known to me to be the person who signed the foregoing instrument and acknowledged 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.

(SEAL)

H. B. Sanderson
Notary Public in and for the State of
Idaho
Residing at: Coeur d'Alene, Idaho
My commission expires: life