



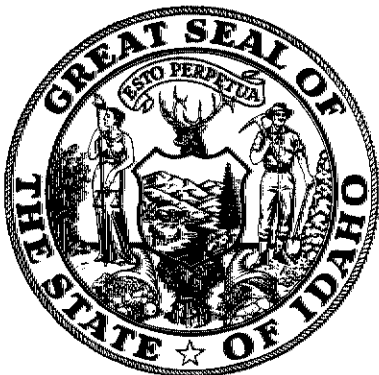
**CERTIFICATE OF INCORPORATION
OF**

ROTHSCHILD MINING CORPORATION

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: **October 7, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

ROTHSCHILD MINING CORPORATION

The undersigned, acting as incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

1. NAME. The name of the corporation is:

ROTHSCHILD MINING CORPORATION

2. DURATION. The period of its duration is perpetual.

3. PURPOSES. The purpose for which the corporation is organized is the transaction of any or all lawfull business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. STOCK. The corporation shall have the authority to issue one thousand (1,000) shares of capital stock, all of one (1) class, and of no par value.

5. ADDRESS. The address of the initial registered office of the corporation is:

Post Office Address: P.O. Box 1767 - Sun Valley, ID 83353.

Street Address: 612 Warm Springs Road - West of Ketchum, ID 83340.

The name of the initial registered agent of the corporation, at the above address is Joseph M. Dunkel.

6. INITIAL DIRECTORS. One person shall constitute the initial Board of Directors of the corporation, who shall serve as sole director until the first annual meeting of shareholders or until his successor has been elected and qualified.

7. INCORPORATOR. The name and address of the incorporator and director is:

Joseph M. Dunkel
P.O. Box 4036
Ketchum, ID 83340

IN WITNESS WHEREOF I have hereunto set my hand this 4th day of October, 1985.

Joseph M. Dunkel

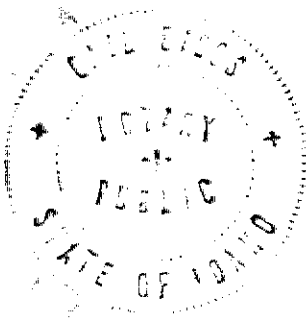
STATE OF IDAHO

County of Blaine

SS

On this 4th day of October, 1985, before me, a Notary Public in and for said State, personally appeared Joseph M. Dunkel known to be the person whose name is subscribed to the within 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.



Dale Riggs
Notary Public for Idaho
Residing at: Blaine Co