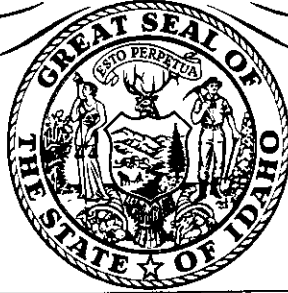


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

INTER-AMERICAN MINES & MINERALS, LTD., INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixth** day of **April** 1964, a properly authenticated copy of its articles of incorporation, and on the **Sixth** day of **April** 1964, a designation of **J.L., T.H. or W.D. Eberlein** the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **6th** day of **April**, A.D. 19 **64**.

Secretary of State.

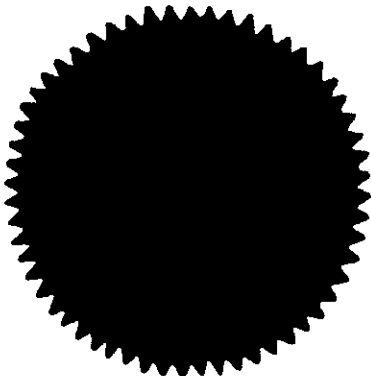
State of Delaware

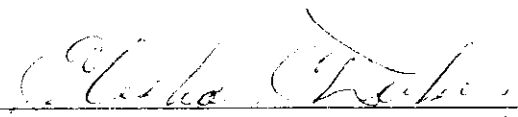


Office of Secretary of State.

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "INTER-AMERICAN MINES & MINERALS, LTD., INC.", as received and filed in this office the eighth day of November, A.D. 1963, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this thirteenth day of November, in the year of our Lord one thousand nine hundred and sixty-three.




Secretary of State

CERTIFICATE OF INCORPORATION
OF
INTER-AMERICAN MINES & MINERALS, LTD., INC.

We, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the 1953 Delaware Code and the acts amendatory thereof and supplemental thereto, and known as the "General Corporation Law of the State of Delaware"), do make and file this Certificate of Incorporation in writing and do hereby certify as follows, to wit:

FIRST: The name of the corporation (hereinafter called the "corporation") is

INTER-AMERICAN MINES & MINERALS, LTD., INC.

SECOND: Its principal office is 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 of the corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

To carry on a mining, milling, prospecting, manufacturing and general mercantile business and, particularly to prospect for, mine, mill and process any and all minerals of any type, nature or description and to buy, sell and otherwise deal in as importer, exporter, producer, manufacturer, wholesaler or retailer, in any and all minerals of any type, nature or description, and any and all products and by-products related to or produced or resulting in whole or in part from any and all minerals of any type, nature or description; to conduct any other business which may be necessary, convenient or useful in connection with any of the foregoing.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 1,000 and the par value of each of such shares shall be \$1. All such shares are of one class and are designated as Common Stock.

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars.

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

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
Paul H. DeCoster	749 West End Avenue New York 25, New York
Williard I. Zucker	5 Tudor City Place New York 17, New York
Harvey L. Sperry	360 First Avenue New York 10, New York

SEVENTH: The corporation is to have perpetual existence.

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

NINTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders, it is further provided:

1. The number of directors of the corporation shall be as specified in the By-Laws of the corporation but such number may from time to time be increased or decreased in such manner as may be prescribed by the By-Laws. In no event shall the number of directors be less than three. The election of directors need not be by ballot. Directors need not be stockholders.

2. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend, and repeal By-Laws, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.

3. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of the Certificate of Incorporation and of the By-Laws of the corporation.

4. If the By-Laws so provide, the stockholders and Board of Directors of the corporation shall have power to hold their meetings, to have an office or

offices and keep the books of the corporation, subject to the laws of Delaware, outside of said State at such place or places as may from time to time be designated by them.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals.

Dated: November 6, 1963

Willard L. Zucker (L.S.)

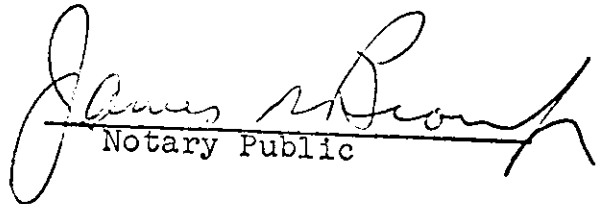
Paul H. DeLoe (L.S.)

Harry L. Lacey (L.S.)

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

BE IT REMEMBERED that personally appeared before me, the subscriber, a Notary Public in and for the County and State aforesaid, PAUL H. DE COSTER, WILLIARD I. ZUCKER and HARVEY L. SPERRY, all the incorporators who signed the foregoing Certificate of Incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said Certificate of Incorporation, they did severally acknowledge the same 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 this 7th day of November, 1963.


Notary Public

JAMES S. BROWN JR.
Notary Public, State of New York
No. 24-0451920
Qualified in Kings County
Commission Expires March 30, 1965