

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

KILLIMANJARO MINES, U.S.A., 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: December 03, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Bakala*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

KNOW ALL THESE MEN BY THESE PRESENT:

That we, the undersigned, have associated ourselves together for the purpose of forming a corporation under said by virtue of the law of the State Of Idaho, and for the purpose we do hereby certify and declare and agree as follows:

ARTICLE I

The name of the corporation shall be Killimanjaro Mines, U.S.A., Inc.

ARTICLE II

This corporation shall be perpetual in existence from the date of its incorporation, unless dissolved or discontinued in accordance with the laws of the State of Idaho.

ARTICLE III

The initial registered office of the corporation shall be 3910 West Clement St. Boise, Idaho 83704 and the registered agent at said address shall be Lawrence E. Gray

This corporation may do business at any place within or without the State of Idaho and may accordingly appoint business agents anywhere in the United States or elsewhere, by resolution of its Board of Directors.

ARTICLE IV

The purposes for which the corporation is organized are:

1. To do all things permitted a corporation under the applicable laws of the State of Idaho and any other state or nation wherein this corporation shall be licensed to transact business.

2. In connection with the above referred to pursuits and businesses, this corporation shall have power to carry on other operations incidental to the pursuits mentioned and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

ARTICLE V

The furtherance, and not in limitation, of the powers conferred by the laws of the State of Idaho and by these Articles, the board of directors of this corporation is expressly authorized and empowered to make, alter, amend and repeal by-laws for the management and control of the corporation and defining of duties of the corporate officers, subject to the power of the stockholders to alter or repeal such by-laws.

ARTICLE VI

The capital stock of this corporation shall consist of 500,000 shares, having a par value of no par/ share. Said stock shall be issued and for/or for cash or property for time and efforts performed on behalf of the corporation to be paid into the corporation. All stock shall be common voting stock. The corporation shall not commence business until said corporation has been legally registered in the State of Idaho.

ARTICLE VII

The name of the incorporators and their respective addresses are as follows:

Lawrence E. Gray
3910 West Clement St.
Boise, Idaho 83704

ARTICLE VIII

The number of the directors of the corporation shall be as specified in the by-laws of the corporation, and such number may vary from time to time be increased or decreased in such manner as may be described by the by-laws, but in no event shall the number of the directors be less than four (4). The following four [4] persons shall constitute the first Board of Directors:

Christopher L Johnston
407 South Polk #1
Moscow, Idaho 83843

Lawrence E. Gray
3910 West Clement
Boise, Idaho 83704

Frederik E. Van Goor
10346 S. Villas Drive
Sandy, Utah 84092

Charles A. Stuart
P.O. Box 4941
Federal Way, Washington 98603

Any director or other officer may resign by filing with the president a written resignation for the acceptance of the Board of Directors. Should such resignation not be accepted by the board within (15) days after the filing thereof, such resignation shall become fully effective at the expiration of said fifteen days. Any vacancy caused by resignation, death or otherwise, shall be filled by the Board of Directors, or by the stockholders at a meeting called for that purpose, or at a regular meeting of the stockholders.

The term of office of all directors and officers, except as otherwise in these Articles provided, shall be for a period of one year or until a successor shall have been duly elected and qualified.

ARTICLE IX

A majority of the directors elected and qualified shall constitute a quorum and shall be empowered to exercise the corporate powers of the corporation.

Regular meeting of the Board of Directors are to be held at the office of the corporation or at such other reasonable convenient place as the president may direct. All directors shall be given a seven day written or oral notice of all special meetings of the board of directors.

Any resolution or approval of a transaction may be reduced to writing and signed by all members of the board of directors without holding any formal meeting, and when filed or recorded by the secretary of the corporation shall be valid and binding as the act of the board of directors, as if it had been duly and regularly approved at a regular meeting of the board.

ARTICLE X

The annual stockholders meeting of the corporation shall be held the First day of October of each year at the corporation office or at such other place as shall be designated by the Board of Directors. A special meeting of the stockholders may be called by the president, by two-thirds of the members of the board of directors and by stockholders whose holdings shall not be less than one-fifth of the outstanding stock of the corporation, by personal notice to each stockholder or by mailing written notice to the last

known address of each stockholder not less than ten (10) days nor more than fifty (50) days prior to the date of such special meeting. Any notice required to be given any stockholder, director, or officer may be waived by such stockholder, director, or officer, either orally, in writing, or by attendance at the meeting. At stockholder's meeting, the number present will be no less than one-third of the outstanding shares to constitute a quorum and a majority vote of those present shall be necessary to conduct any business.

ARTICLE XI

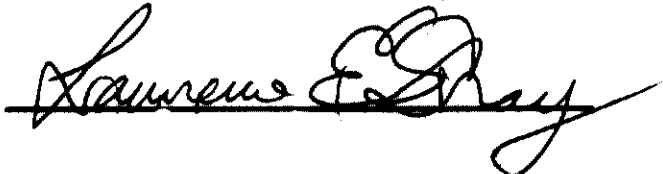
The private property of the stockholders, officers, employees, directors and/or agents shall not be liable for the debts and obligations of the corporation, and stock of the corporation shall not be assessable. There shall be no pre-emptive rights. The stock may be voted by proxy. Shareholders may cumulate their vote for the election of directors only.

ARTICLE XII

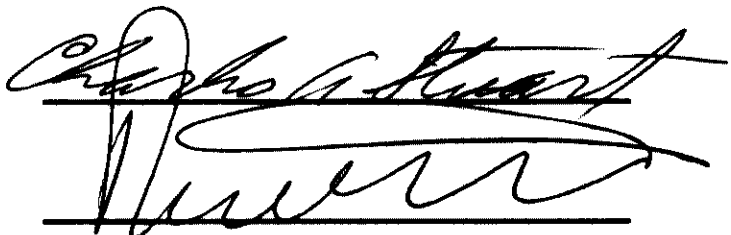
From time to time, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Idaho at that time prescribed by said laws. All rights at any time conferred upon the stockholders of this corporation by these articles of Incorporation are granted subject to the provisions of these Articles and the laws of the State of Idaho.

In witness whereof, we the organizers of this corporation have hereunto set our hands and seals on this _____ day of _____, 19__

Lawrence E. Gray



Charles A. Stuart



Frederik E. Van Goor

