



CERTIFICATE OF INCORPORATION
OF

NATURAL ENERGY RESOURCES, 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: July 13, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

NATURAL ENERGY RESOURCES, INC. JUL 13 AM 9 59

ARTICLE I
NAME

The name of this corporation is NATURAL ENERGY
RESOURCES, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The purpose for which this corporation is organized is
the transaction of any or all lawful business for which a
corporation may be incorporated under the Idaho Business
Corporation Act.

ARTICLE IV
CAPITALIZATION

This corporation is authorized to issue only one class
of shares, which shall be designated "common" shares. The total
authorized number of such shares, which may be issued is 1,000.
All of such shares shall have no par value.

ARTICLE V
PRINCIPAL OFFICE AND AGENT

The location in the State of Idaho where the principal
office for the transaction of the business of this corporation is
to be located shall be the City of Ketchum. The name and address
in this state of the corporation's initial registered agent is
Lawrence J. Young, 180 First Street, West, Ketchum, Idaho 83340.

ARTICLE VI
INCORPORATOR AND DIRECTORS

The incorporator and directors and their addresses are
as follows:

INCORPORATOR

NAME

ADDRESS

EDWARD A. LAWSON

P.O. Box 297, Ketchum, ID 83340

DIRECTORS

NAME

ADDRESS

LAWRENCE J. YOUNG

P.O. Box 835, Ketchum, ID 83340

DONALD G. SIEGEL

P.O. Box 336, Ketchum, ID 83340

DON L. BRANDEBURGER

251 Kearney St. San Francisco, CA 94108

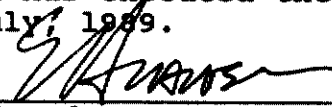
JAMES N. CIMINO

P.O. Box 448, Sun Valley, ID 83353

DAVID A. CIMINO

GPO 3328, San Juan, Puerto Rico 00936

IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 10 day of July, 1989.



Edward A. Lawson
Incorporator

STATE OF IDAHO)

) ss.

COUNTY OF BLAINE)

On this 10th day of July, 1989, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Edward A. Lawson, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



Notary Public for Idaho
Residing at Ketchum

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