

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SATELLITE MINING, INC.
2. *The name which it shall use in Idaho is SATELLITE MINING, INC..
3. It is incorporated under the laws of THE STATE OF NEVADA
4. The date of its incorporation is NOVEMBER THE TWENTY FIFTH 1980 and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is The ASHDOWN MINE, POST OFFICE BOX 32, DENIO, NEVADA ~~XXXX~~ 89404
6. The street address of its proposed registered office in Idaho is ATTORNEY, Garry Shaw
237 Main Street
Post Office Box 238, Gooding Idaho, 83330, and the name of its proposed registered agent in Idaho at that address is Garry Shaw
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

The same as is covered in the articles of incorporation as filed in the state of Nevada, Copy of which is submitted and attached hereto.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Dave BLAKE</u>	<u>President</u>	<u>Box 431 Nucla Colorado, 81424, Director</u>
<u>J.L Gould, V. Pres.. and Treas.</u>	<u>Boxx 32, Denio, Nevada, 89404,</u>	<u>Director</u>
<u>Alta Gould</u>	<u>Secretary,</u>	<u>Box 32, Denio, Nevada 89404</u>
<u>J. Michael Gould</u>	<u>Director,</u>	<u>Route 1, Box 197-10 Banks, Oregon</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>75,000</u>	<u>Common stock</u>	<u>One Dollar, (\$1.00) Per Share.</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>46,750</u>	<u>Common shares</u>	<u>One dollar. (\$1.00).</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 11, 1981

By

David E. Blake

Its

President

and

J. L. Gould, V.P. and Treas

Its

H. Allen Gould

Secretary

STATE OF Nevada)

)ss:

COUNTY OF Churchill)

I, George E. Winder, a notary public, do hereby certify that on this 11th day of December, 1981, personally appeared before me David E. Blake, who being by me first duly sworn, declared that he is the President of Satellite Mining, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



GEORGE E. WINDER
Notary Public - State of Nevada
Churchill County
My Appointment Expires Sep. 21, 1983

George E. Winder

Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

STATE OF NEVADA
DEPARTMENT OF STATE

CERTIFICATE OF CORPORATE STATUS

DEC 17 3 23 PM '81
STATE

I, WM. D. SWACKHAMER, the duly qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation or suspension of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate,

SATELLITE MINING, INC.

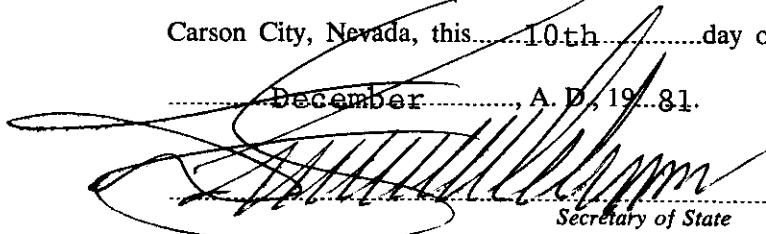
is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State as a subsisting corporation.

IN WITNESS WHEREOF, I have hereunto set my hand

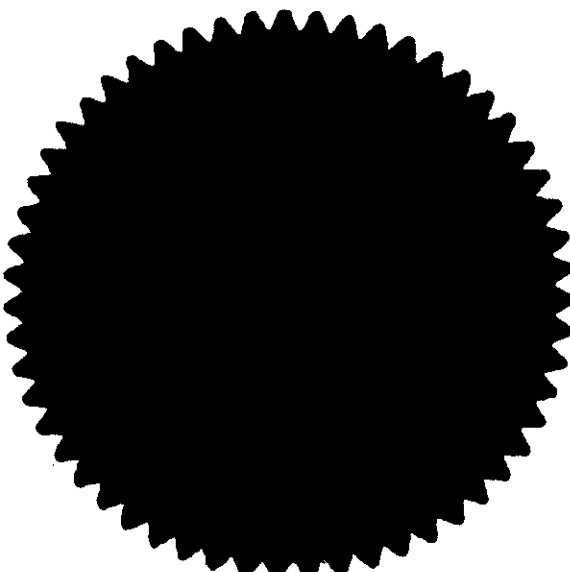
and affixed the Great Seal of the State at my office in

Carson City, Nevada, this 10th day of

December, A. D., 1981.


Secretary of State

By _____
Deputy



ARTICLES OF INCORPORATION

NOV. 25, 1980

OF

WM. SWACKHAMER SECRETARY OF STATE

SATELLITE MINING, INC.

No. 10761-80

WE, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Nevada relating to private corporations, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE ONE

NAME

The name of the corporation is SATELLITE MINING, INC.

ARTICLE TWO

LOCATION

The principal office of the corporation is to be located at The Ashdown Mine, Post Office Box 32, Denio, Humboldt County, Nevada 89404.

ARTICLE THREE

PURPOSE

The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on by the corporation are as follows:

To carry on the business of mining, milling, concentrating, converting, smelting, treating, refining, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in all kinds of ores, metals and minerals; to purchase, lease, option, locate or otherwise acquire, own, exchange, sell or otherwise dispose of, pledge and deal in mines, mining claims and mineral lands; to carry on any other business in connection therewith; to carry on as principals, agents, commission merchants or consignees the business of mining, milling, concentrating, converting, smelting, treating, refining, buying, selling, exchanging, manufacturing and dealing in the

1 in the above specified products or any of them and of materials
2 used in the manufacture of each, and any and all of such articles
3 and to carry on as such principals, agents, commission merchants
4 or cosignees any other business in which in the judgment of the
5 board of directors of the corporation may be conveniently con-
6 ducted in conjunction with any of the matters aforesaid; and to
7 engage in any other lawful activities.

8 ARTICLE FOUR

9 CAPITAL STOCK

10 The total authorized capital stock of the corporation shall
11 be Seventy Five Thousand (75,000) shares of common stock, having
12 a par value of One Dollar (\$1.00) per share.

13 ARTICLE FIVE

14 ASSESSMENT OF STOCK

15 The capital stock of the corporation, after the amount of
16 the subscription price has been paid, shall not be subject to
17 pay debts of the corporation, and no paid up stock and no stock
18 issued as fully paid up shall ever be assessable or assessed.

19 ARTICLE SIX

20 DIRECTORS

21 The members of the governing board of the corporation shall
22 be styled directors. The number of directors is three (3) and
23 the names and post office addresses of the first board of
24 directors are:

25 J. L. GOULD
26 Post Office Box 32
27 Denio, Nevada 89404
28 DAVID E BAKE
29 DAVID BAKE

JAMES MICHAEL GOULD
Route 1, Box 197-10
Banks, Oregon 97106

30 Nocola, Colorado 81424
31 Nocola, Colorado

32 ARTICLE SEVEN

PERIOD OF EXISTENCE

The period of existence of this corporation shall be
perpetual.

ARTICLE EIGHT

MANAGEMENT - INFORMAL ACTION BY DIRECTORS

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a unanimous vote of the directors.

ARTICLE NINE

INCORPORATORS

The names and post office addresses of each of the incorporators are:

J. L. GOULD
Post Office Box 32
Denio, Nevada 89404

DAVID E. BLAKE

DAVID BAKE

1301 740

Nicola, Colorado 81424

Nevada

JOHN R. McCORMICK
76 North Maine Street
Fallon, Nevada 89406

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on the 13th day of October, A.D., 1980.

J. L. GOULD

JOHN R. McCORMICK

DAVID BAKE

DAVID E. BLAKE

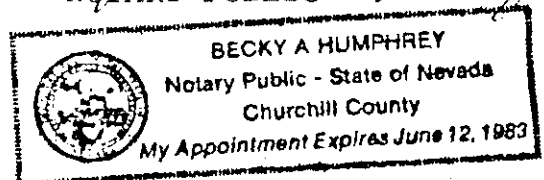
STATE OF NEVADA)
: ss.
County of Churchill)

On this 13th day of October, A.D., 1980, personally appeared before me, a Notary Public in and for the County and State aforesaid, J. L. GOULD and JOHN R. McCORMICK, known to me to be the persons described in and who executed the foregoing instrument; who acknowledged to me that they executed the same

1 freely and voluntarily and for the uses and purposes therein
2 mentioned.

3 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
4 my official seal the day and year first above-written.

5 *Becky A. Humphrey*
6 NOTARY PUBLIC



8
9 STATE OF COLORADO)
10 County of Clark) : ss.

11 On this 1st day of August, A.D., 1980, personally
12 appeared before me, a Notary Public in and for the County and
13 State aforesaid, DAVID BAKE, known to me to be the person des-
14 cribed in and who executed the foregoing instrument; who acknow-
15 ledged to me that he executed the same freely and voluntarily
16 and for the uses and purposes therein mentioned.

17 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
18 my official seal the day and year first above-written.

19 *Becky A. Humphrey*
20 NOTARY PUBLIC