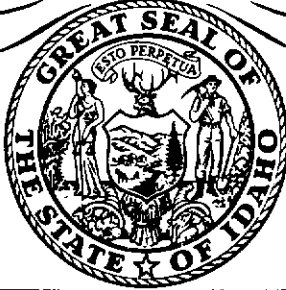


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

THALES RESOURCES, INC.

was filed in the office of the Secretary of State on the **sixteenth** day of **February** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Orangeville, Idaho** in the County of **Idaho**

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 **16th** day of **February**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

1 ARTICLES OF INCORPORATION

2 OF

3 THALES RESOURCES, INC.

4 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
5 RODNEY T. COX, CHANA B. COX, WAYNE S. MARSHALL, and HOMER H. HARRIS,
6 each being a natural person of full age, and a citizen of the United
7 States of America, have voluntarily and do hereby associate our-
8 selves together for the purpose of forming a corporation under the
9 laws of the State of Idaho, and we do hereby certify, declare and
10 adopt the following Articles of Incorporation.

11 I.

12 The name of this corporation shall be THALES RESOURCES, INC.

13 II.

14 The period of existence and duration of the life of this cor-
15 poration shall be perpetual.

16 III.

17 The location of the registered office of this corporation shall
18 be Five Mile Bar on the Salmon River 83530, Idaho County, State of
19 Idaho, and the address of the registered office of this corpora-
20 tion shall be Five Mile Bar on the Salmon River, Grangeville, Id-
21 aho, 83530.

22 IV.

23 The nature of the business and the objects and purposes to
24 be transacted, promoted and carried on are to do any or all of the
25 things herein mentioned, as fully and to the same extent as natural
26 persons might or could do, and in any part of the world, namely:

27 To transact the business of investing and/or operating its in-
28 vestments on behalf of itself or others, any part of its capital
29 and such additional funds as it may obtain, or any interest there-
30 in, either as tenant in common, or otherwise, and selling or other-
31 wise disposing of the same, or any part thereof, or interest there-
32 in.

1 To conduct a loan or brokerage business of financing any and
2 all projects, construction, mining, oil and gas drilling, and any
3 other type of venture for which financing is required; to finance
4 any type of mortgage; to purchase, finance or discount commercial
5 paper and warehouse receipts; to purchase and otherwise acquire
6 open accounts receivable, notes, drafts, and acceptances from
7 manufacturers and jobbers, and the installment loan obligations,
8 covering any and all sales on any merchandise or other commodities;
9 to purchase, loan upon, acquire or otherwise sell and dispose of
10 any and all installment loan obligations, or indebtedness incurred
11 or to be incurred by any written instruments, and to guarantee,
12 pledge, borrow, or raise money for any such investment in any way
13 and to do such other financing as may be for the welfare of the
14 corporation.

15 To carry on the business of share dealers or financial agents
16 in all transactions relating to the sale, transfer, or exchange of
17 every description of stocks, shares, debentures, bonds, mortgages,
18 freehold, or leasehold property, life interests, reversions or
19 other securities or investments for money, and all transactions
20 and negotiations on commission or otherwise relating to such busi-
21 ness; and to advance or negotiate the advance of money at interest
22 on securities or otherwise; and to carry on the business of stock
23 and share brokers, land, estate, and mortgage agents, and brokers
24 in all branches.

25 To acquire the stock or assets of any corporation, business,
26 partnership or sole proprietorship, and to liquidate any and all
27 corporations, businesses, partnerships or sole proprietorships and,
28 in addition, to charge such fees or commissions commensurate with
29 such liquidation; to liquidate any business, corporation, partner-
30 ship or sole proprietorship through this corporation itself;

31 To purchase or in any wise acquire for investment or for sale
32 or otherwise, lands, contracts for the purchase or sale of lands,

1 buildings, improvements, and any other real property of any kind
2 or tenure or any interest therein, and railroad depots, tracks,
3 ways, and other terminal properties or facilities, and any property
4 works or undertakings connected with the use or development of any
5 property of the company within the United States, and in any part
6 of the world, and as the consideration for same to pay cash or to
7 issue the capital stock, debentures, bonds, mortgage bonds or other
8 obligations of the company; and to sell, convey, lease, mortgage,
9 turn to account, or otherwise deal with all or any part of the
10 property of the company.

11 To manage, improve, develop, and turn to account any land or
12 contracts for purchase or sale of lands acquired by the company, or
13 in which the company is interested, and, in particular, laying out
14 town sites, establishing towns, and improving the same by laying
15 out and preparing the same for building purposes, constructing,
16 altering, and improving buildings thereon, and by planting, paving,
17 draining, irrigating, cultivating, letting on building lease or
18 building agreement, and by advancing money to, making subscriptions
19 for, and entering into contracts and arrangements of all kinds with
20 buildings, tenants and others.

21 To apply for, procure, and take out patents of the United
22 States of America upon any lands in which the corporation may have
23 any interest.

24 To carry on the general business of the manufacture, trans-
25 mission, distribution, and sale of electric current to and for it-
26 self and to the public in general, for heating, lighting, and power
27 purposes, and for the carrying on of all business incident thereto,
28 and to acquire, build, construct, own, and maintain and operate all
29 necessary and convenient lands, buildings, structures, dams, ma-
30 chinery, poles, wires, and other things and devices, and to acquire
31 and hold water and flowage rights, to acquire, lease, hold, or oc-
32 cupy lands and the use of such lands, or easements therein.

1 To own, by purchase or otherwise, lease, rent or in any other
2 manner lawfully acquire, and to sell, rent, lease, or assign to any
3 other person, firm, corporation, county, or municipality, pipelines
4 and mains, for the transportation, delivery, and sale of water; and
5 to construct, build, maintain, and operate the same; to buy and sell
6 water and water rights from and to individuals, firms, corporations,
7 counties, or municipalities; to own, operate, maintain, and control
8 such meters and other appliances as may be necessary in conducting
9 its business aforesaid; to buy, own, sell, lease or rent all such
10 property, real, personal, or mixed, if any be necessary in the con-
11 duct of its business aforesaid, and not contrary to law.

12 To carry on the general business of farming; to raise, pro-
13 duce, buy, grow or otherwise acquire, hold, handle, mortgage, sell,
14 hypothecate, or otherwise dispose of farm products; to carry on the
15 general livestock business; to raise, produce, buy, grow or other-
16 wise dispose of livestock and the products of livestock; to do
17 everything necessary to run, sell, buy, mortgage and acquire cattle
18 and range lands.

19 To deal in timber and timber lands; to finance, operate or own
20 forest product mills; to buy, sell and finance forest products.

21 To carry on the general business of consulting, relating to
22 any matter, for a fee, or for a percentage of income, profits, or
23 gross sales, in any part of the world. To form partnerships, with
24 itself being a limited or general partner or both, with the limited
25 and/or general partners being themselves partnerships, corporations
26 or individuals. To divide the profits from said partnerships in
27 any manner that the corporation itself deems appropriate to raise
28 capital for such partnerships without restrictions of any kind as
29 to the manner and form.

30 To purchase, locate, lease, or otherwise acquire, mines, mining
31 claims, mining rights and lands and any interest therein, and to
32 explore, work, exercise, develop and turn to account the same; to
quarry, mine, smelt, refine, dress, amalgamate, and prepare for

1 market, ore metal and mineral substances of all kinds, and to carry
2 on any other operations or business which may seem necessary, con-
3 venient, or incidental to any of the objects of the company; to
4 buy, sell, manufacture, and deal in minerals, plants, machinery,
5 implements, conveniences, provisions and things capable of being
6 used in connection with the mining or other operations of this
7 corporation, or required by workmen and others employed by the
8 company; to construct, carry out, maintain, improve, manage, work,
9 control, and superintend, any roads, ways, railways, bridge, reser-
10 voirs, watercourses, aquaducts, wharves, furnaces, mills, crushing
11 works, hydraulic works, factories, warehouses, and other works and
12 conveniences which may seem necessary, convenient or incidental to
13 any object of the company and to contribute to subsidize, or other-
14 wise aid or take part in any such operations; to build and lease
15 houses for the use of miners and others, including the purchase
16 and sale of same.

17 To buy, sell, trade, manufacture, deal in, deal with goods,
18 wares, merchandise of every kind and nature, and to carry on such
19 business as wholesalers, retailers, importers and exporters; to
20 acquire all such merchandise, supplies, materials, and other ar-
21 ticles as shall be necessary or incidental to all such business; to
22 hold, acquire, mortgage, lease, and convey real and personal pro-
23 perty in any part of the world, so far as necessary or expedient
24 in conducting the business of the corporation; to have any and all
25 powers above and set forth as fully as natural persons, whether
26 as principals, agents, trustees, or otherwise.

27 To acquire by lease, purchase, gift, devise, contract, con-
28 cession, or otherwise, and to hold, own, develop, explore, exploit,
29 improve, operate, lease, enjoy, control, manage, or otherwise turn
30 to accounts, mortgage, grant, sell, exchange, convey, or other-
31 wise dispose of, wherever situated, within or without the State of
32 Idaho, any and all real estate, lands, options, concessions, grants,

1 land patents, franchises, rights, privileges, easements, tenements,
2 estates, hereditaments, interests, and properties of every kind,
3 nature and description whatsoever.

4 To purchase real estate, make and purchase materials for the
5 construction of buildings; to erect buildings; to own, manage, op-
6 erate, lease and sell buildings; to conduct and carry on the busi-
7 ness of builders and contractors for the purpose of building,
8 erecting, altering, repairing or doing any other work in connection
9 with any and all classes of buildings, structures and improvements,
10 of every kind and nature whatsoever; also, to buy or otherwise ac-
11 quire real estate, and to subdivide, plat and sell the same, and
12 generally to buy, sell and deal in real and personal property of
13 every kind and description, and to own, hold, improve, develop
14 and manage any real estate or personal property and to erect and
15 cause to be erected on any lands owned, held or occupied by the
16 corporation, buildings or other structures with their appurtenances
17 and to mortgage, sell, lease or otherwise dispose of any lands or
18 interests in lands and in any buildings or other structures at
19 any time owned or held by the corporation; to conduct a general
20 brokerage, agency and commission business for others in the pur-
21 chase, sale and management of real estate for others and the ne-
22 gotiation of loans thereon; in general, to conduct a general build-
23 ing and construction business and a general real estate business.

24 To manufacture, purchase, or otherwise acquire, hold, own,
25 sell, assign, transfer, lease, exchange, invest in, mortgage, pledge
26 or otherwise encumber or dispose of and generally deal and trade in
27 and with, both within and without the State of Idaho, and in any
28 part of the world, goods, wares, merchandise and property of every
29 kind, nature and description.

30 To enter into, make and perform contracts of every kind and
31 description with any person, firm, association or corporation,
32 municipality, body politic, country, territory, state government or
colony or dependency thereof.

1 To acquire, and to make payment thereafter in cash or the
2 stock or bonds of the corporation, or by undertaking or assuming
3 the obligations and liabilities of the transferror, or in any other
4 way, the good will, rights and property, the whole or any part of
5 the assets, tangible or intangible, and to undertake or assume the
6 liabilities of, any person, firm, association or corporation; to
7 hold or in any manner dispose of the whole or any part of the pro-
8 perty so purchased; to conduct in any lawful manner the whole or
9 any part of the business so acquired and to exercise all of the
10 powers necessary or convenient for the conduct and management there-
11 of.

12 To adopt, apply for, obtain, register, produce, take, purchase,
13 contract, or negotiate for, take licenses or other rights in re-
14 spect of, sell, transfer, grant licenses and rights in respect of,
15 manufacture under, introduce, sell, assign, collect the royalties
16 on, mortgage, pledge, create liens upon, or otherwise dispose of,
17 deal in, and turn to account, letters patent, patents, patent rights,
18 patents applied for or to be applied for, trademarks, trade names
19 and symbols, distinctive marks and indications of origin or owner-
20 ship, copyrights, syndicate rights, inventions, discoveries, de-
21 vices, machines, improvements, licenses, processor data, and for-
22 mulas of any and all kinds granted by, or recognized under or pur-
23 suant to the laws of the United States of America, or of any other
24 country or countries whatsoever, and with a view to the working
25 and development of the same, to carry on any business, whether
26 manufacturing or otherwise, which the corporation may think cal-
27 culated, directly or indirectly, to effectuate these objects.

28 To underwrite, subscribe for, purchase, invest in, or rein-
29 vest, acquire, hold, pledge, hypothecate, exchange, sell, deal in
30 and dispose of, alone or in syndicates or otherwise in conjunction
31 with others, stocks, bonds, debentures, mortgages and other evi-
32 dences of indebtedness and obligations of any corporation, associ-
ation, partnership, syndicate, entity, person or governmental,

1 municipal or public authority, domestic or foreign, and evidences
2 of any interest, in respect of any such stocks, bonds and other
3 evidences of any interest, in respect of any such stocks, bonds
4 and other evidences of indebtedness and obligations, and, while the
5 owner or holder of any such, to exercise all the rights, powers
6 and privileges of ownership in respect thereof, and, to the extent
7 now or hereafter permitted by law, to aid by loan, subsidy, guaranty
8 or otherwise, those issuing, creating or responsible for any such
9 stocks, bonds or other evidences of indebtedness or obligations
10 or evidences of any interest in respect thereof.

11 To borrow or raise money for any of the purposes of the cor-
12 poration in any manner whatsoever, without limit as to the amount,
13 and in connection therewith, to grant collateral or other security
14 either alone or jointly with any other person, firm or corporation,
15 and to make, execute, draw, accept, endorse, discount, pledge, is-
16 sue, sell, or otherwise dispose of promissory notes, drafts, bills
17 of exchange, warrants, bonds, debentures and other evidences of
18 indebtedness, negotiable or non-negotiable, transferable or non-
19 transferable, and to confer upon the holders of any of its obliga-
20 tions such powers, rights and privileges as from time to time may
21 be deemed advisable by the Board of Directors, to the extent per-
22 mitted under the General Corporation Law of the State of Idaho; to
23 lend and advance money, extend credit, take notes, open accounts
24 and every kind and nature of evidence of indebtedness and collateral
25 security in connection therewith.

26 To purchase or otherwise acquire, hold, sell, pledge, trans-
27 fer or otherwise dispose of shares of its own capital stock, pro-
28 vided that the funds or property of the corporation shall not be
29 used for the purchase of its own shares of capital stock when such
30 use would cause any impairment of the capital of the corporation,
31 and provided further that shares of its own capital stock belonging
32 to the corporation shall not be voted upon directly or indirectly.

1 To have one or more offices, to carry on all or any of its
2 operations and business and without restriction or limit as to
3 amount; to purchase, or otherwise acquire, to hold, own, mortgage,
4 sell, convey or otherwise dispose of real and personal property of
5 every class and description in any of the states, districts, terri-
6 tories, dependencies or colonies of the United States, or anywhere
7 in the world.

8 IN GENERAL, to do any or all of the things herein set forth
9 to the same extent as natural persons might or could do and in any
10 part of the world, as principals, agents, contractors, trustees,
11 limited or general partnerships, or otherwise, within or without the
12 State of Idaho, either alone or in company with others, and to
13 carry on any other business in connection therewith, and to do all
14 things not forbidden, and with all the powers conferred upon cor-
15 porations by the laws of the state of Idaho.

16 It is the intention that each of the objects, purposes and
17 powers specified in each of the paragraphs of this Fourth Article
18 of this Certificate of Incorporation shall, except where otherwise
19 specified, be nowise limited or restricted by reference to or in-
20 ference from the terms of any other paragraph or of any other Ar-
21 ticle in this Certificate of Incorporation, but that the objects,
22 purposes and powers specified in this Article and in each of the
23 Articles or paragraphs of this Certificate shall be regarded as
24 independent objects, purposes and powers, and the enumeration of
25 specific purposes and powers shall not be construed to restrict in
26 any manner the general terms and powers of this corporation, nor
27 shall the expression of one thing be deemed to exclude another,
28 although it be of like nature. The enumeration of objects or pur-
29 poses herein shall not be deemed to exclude or in any way limit by
30 inference any powers, objects or purposes which this corporation
31 is empowered to exercise, whether expressly by force of the laws
32 of the State of Idaho, now or hereafter in effect or impliedly by

1 any reasonable construction of said law.

2 V.

3 In furtherance, and not in limitation of the powers conferred
4 by statute, the Board of Directors is expressly authorized:

5 To make and alter by-laws of this corporation, to fix the
6 amount to be reserved as working capital over and above its capital
7 stock paid in, and to authorize and cause to be executed mortgages
8 and liens upon the real and personal property of this corporation.

9 If the by-laws so provide, to designate two or more of its
10 members to constitute an executive committee, which committee shall
11 for the time being, as provided in said resolution or in the by-
12 laws of this corporation, have and exercise any or all of the
13 powers of the Board of Directors in the management of the business
14 and affairs of this corporation, and have power to authorize the
15 seal of this corporation to be affixed to all papers which may re-
16 quire it.

17 Pursuant to the affirmative vote of the holders of at least
18 a majority of the stock issued and outstanding, having voting
19 powers, given at a stockholders' meeting duly called for that pur-
20 pose, or when authorized by the written consent of at least a ma-
21 jority of the holders of the voting stock issued and outstanding,
22 the Board of Directors shall have the power and authority at any
23 meeting to sell, lease or exchange all of the property and assets
24 of this corporation, including its good will and its corporate
25 franchises, upon such terms and conditions as its Board of Direct-
26 ors deems expedient and for the best interest of the corporation.

27 This corporation may in its by-laws confer powers upon its
28 directors in addition to the foregoing, and in addition to the
29 powers and authorities expressly conferred upon them by statute.

30 VI.

31 The capital stock of this corporation shall be TWENTY-FIVE
32 THOUSAND DOLLARS (\$25,000.00) divided into 25,000 shares at the

1 par value of ONE DOLLAR (\$1.00) per share of stock. No distinction
2 shall exist between the shares of this corporation and all such
3 shares shall have the same rights in the corporation.

4 VII.

5 All or any portion of the capital stock may be issued for
6 cash or in payment for real or personal property, services or any
7 other right or thing of value, for the uses and purposes of the
8 corporation, and when so issued shall become and be fully paid,
9 the same as though paid for in cash at par; and the directors shall
10 be the sole judges of the value of any property, right or thing
11 acquired in exchange for capital stock.

12 VIII.

13 From time to time the capital stock may be increased according
14 to law, and may be issued in such amounts and proportions as shall
15 be determined by the Board of Directors, and as may be permitted
16 by law.

17 IX.

18 The name and postoffice address of each of the incorporators
19 and a statement of the number of shares subscribed for by each, is
20 as follows:

21	NAME	ADDRESS	NO. SHARES	AMOUNT
22	RODNEY T. COX	5 MILE BAR on the	12,400	\$12,400.00
23		SALMON RIVER, Grange-		
24	CHANA B. COX	ville, Idaho, 83530	12,400	\$12,400.00
25		5 MILE BAR on the		
26		SALMON RIVER, Grange-		
27	WAYNE S. MARSHALL	ville, Idaho, 83530	100	\$100.00
28		23 8th Avenue, New York		
29		New York, New York		
30	HOMER H. HARRIS	4117 S. W. TUALATION,	100	\$100.00
31		PORTLAND, OREGON, 97201		

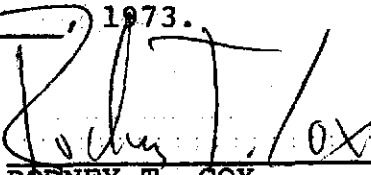
32 This corporation reserves the right to amend, alter, change
or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

X.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set out hands and seals this 5th day of February, 1973.



RODNEY T. COX



CHANA B. COX



WAYNE S. MARSHALL



HOMER H. HARRIS

STATE OF IDAHO)
 ss.
County of Idaho)

On this 5th day of February, 1973, before me, the undersigned Notary Public in and for said county and state, personally appeared RODNEY T. COX and CHANA B. COX, husband and wife, known to me to be the persons who executed the within and foregoing Articles of Incorporation of THALES RESOURCES, INC., and severally acknowledged to me that they executed the same in triplicate.

1 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
2 my official seal in the day and year in this certificate first
3 above written.

4 (SEAL)

William J. Dee
Notary Public in and for
said County and State,
Residing at Grangeville
therein .

7 STATE OF NEW YORK)
8 County of N.Y.) ss.

9 On this 11 day of January, 1973, before me, the
10 undersigned Notary Public in and for said county and state, person-
11 ally appeared WAYNE S. MARSHALL, known to me to be the person who
12 executed the within and foregoing Articles of Incorporation of
13 THALES RESOURCES, INC., and acknowledged to me that he executed
14 the same in triplicate.

15 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
16 my official seal in the day and year in this certificate first a-
17 bove written.

18 (SEAL)

GABRIEL LANZANO
Commissioner of Deeds
City of New York 1-548
Certificate filed in New York County
Commission Expires Jan. 1, 1974

Gabriel Lanzano
Notary Public in and for
said county and state,
Residing at 264 W. 117 St.
therein.

21 STATE OF OREGON)
22 County of Multnomah) ss.

23 On this 30th day of January, 1973, before me, the
24 undersigned Notary Public in and for said county and state, per-
25 sonally appeared HOMER H. HARRIS, known to me to be the person who
26 executed the within and foregoing Articles of Incorporation of
27 THALES RESOURCES, INC., and acknowledged to me that he executed
28 the same in triplicate.

29 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
30 my official seal in the day and year in this certificate first
31 above written.

32 (SEAL)

William J. Dee
Notary Public in and for
said county and state,
residing at Portland, Oregon
therein.