

CERTIFICATE OF INCORPORATION
OF

SEA-PRO MINING CORPORATION

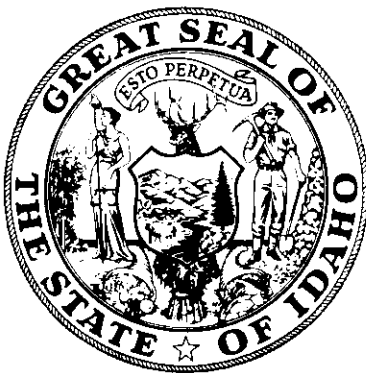
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SEA-PRO MINING 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: *March 7, 1984*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Heier*

ARTICLES OF INCORPORATION

OF

SEA-PRO MINING CORPORATION

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Sea-Pro Mining Corporation.
2. The period of its duration is perpetual.
3. The purpose or purposes for which this corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, all of one class, with a par value of \$1.00 per share.
5. No shareholder shall have the right or power to sell his shares without first offering them to the corporation at a price equal to the bona fide offer price received by the selling shareholder. The selling shareholder shall promptly give written notice of the offer to the corporation, providing the name and address of the purchaser, the date of the offer, price and all other terms and conditions. This notice of proposed sale shall constitute an offer by the selling shareholder to sell his interest in the shares involved to the corporation. The corporation shall have the exclusive option, which must be exercised within 30 days, to purchase from the selling shareholder his interest in the shares involved at the same price and upon the same terms and conditions listed in the notice of proposed sale delivered to the corporation.

Should the corporation exercise its option to purchase within the time allowed, it shall make payment to the selling shareholder within 120 days of the date the option was exercised, unless the terms and conditions of the offer provide otherwise. If the corporation does not exercise its option to purchase within the time allowed, the selling shareholder must sell to the party who made the bona fide offer within 60 days of the expiration date of the corporation's option period. The selling shareholder may sell to no one other than the named person who made the bona fide offer, and may not change any terms or conditions of said offer. The failure of the selling shareholder to sell within this period of time shall terminate his right to sell the shares involved without first again offering them to the corporation as per the procedure established in the preceding paragraph.

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SECRETARY OF STATE

Any attempted sale of shares that are not in compliance with the procedures set forth herein shall be void and of no effect. The corporation shall be an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale. A selling shareholder shall not participate in the decision by the corporation to exercise its option to purchase the shares involved in the notice of proposed sale, and the number of shares owned by the selling shareholder shall be excluded in determining the number of votes necessary for the approval of such decision.

6. At each election for directors every shareholder entitled to vote at such election shall only have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. No shareholder shall have a right to cumulate his votes for the election of directors.

7. Sixty percent (60%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

8. The initial address of the corporation is 206 East 41st Street, Boise, Idaho 83704.

9. The name of the corporation's initial registered agent is Arthur D. Zierold, whose office address is 2216 North Curtis Road, Boise, Idaho 83706 (mailing address P. O. Box 1896, Boise, Idaho 83701-1896).


10. The number of directors constituting the initial board of directors shall be three (3), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

Julian L. Davis	P. O. Box 577 Jordan Valley, Oregon 97910
Stephen E. Webb	P. O. Box 319 Marsing, Idaho 83639
Charles Weese	206 East 41st Street Boise, Idaho 83704

11. The name and address of each incorporator is:

Julian L. Davis	P. O. Box 577 Jordan Valley, Oregon 97910
Stephen E. Webb	P. O. Box 319 Marsing, Idaho 83639
Charles Weese	206 East 41st Street Boise, Idaho 83704

Dated this 28th day of February, 1984.


JULIAN L. DAVIS, Incorporator



STEPHEN E. WEBB, Incorporator


CHARLES WEESE, Incorporator

~~OREGON~~
State of ~~Idaho~~)
County of MALHEUR)

I, Jose Tallera, a notary public, do hereby certify that one this 3RD day of MARCH, 1984, personally appeared before me JULIAN L. DAVIS, who being by me first duly sworn, declared that he is the person who signed the above document as an incorporator, and that the statements therein contained are true.

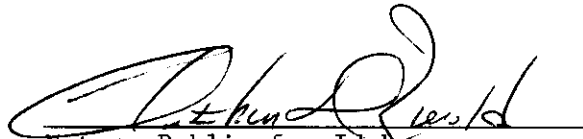
(Seal)


Notary Public for ~~Idaho~~ OREGON
Residing at JORDAN VALLEY, OREGON
Commission 7-30-87

State of Idaho)
County of Ada)

I, Arthur D. Zierold, a notary public, do hereby certify that one this 28th day of February, 1984, personally appeared before me STEPHEN E. WEBB and CHARLES WEESE, who being by me first duly sworn, declared that he is the person who signed the above document as an incorporator, and that the statements therein contained are true.

(Seal)


Notary Public for Idaho
Residing at Boise