

State of Idaho

Department of State

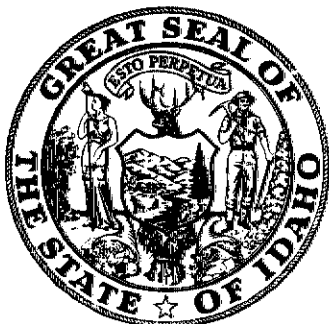
CERTIFICATE OF INCORPORATION OF

KIRTLEY CREEK MINES, INCORPORATED
File number C 108052

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: October 19, 1994



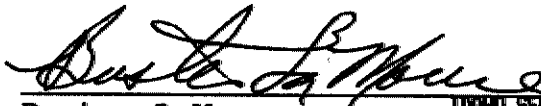
Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Redvers*


ARTICLES OF INCORPORATION

1. The name of the corporation is **KIRTLEY CREEK MINES, INCORPORATED.**
2. The period of its duration is perpetual.
3. Its purpose shall include all lawful business allowed within the State of Idaho, and more specifically stated to operate mines and produce minerals from those mines.
4. It shall have authority to issue 2,000,000 shares, all of common stock, with no par value. This stock is the voting stock of the corporation, and there is only one class.
5. The address of the initial registered office of the corporation shall be Kirtley Creek Mines, Incorporated, 1026 Highway 93 N. #15, Salmon, Idaho, 83467. The name of its initial registered agent at such address is Buster LaMoure.
6. The number of directors constituting its initial board of directors is two (2), whose names and addresses are: Buster LaMoure, 1026 Highway 93N. #15, Salmon, Idaho 83467, and David B. Rovig, 510 Petroleum Building, Billings, MT 59101.
7. The name and address of each incorporator is: Buster LaMoure, 1026 Highway 93N. #15, Salmon, Idaho 83467, and David B. Rovig, 510 Petroleum Building, Billings, MT 59101.

DATED: October 11, 1994


Buster LaMoure
IDAHO SECRETARY OF STATE
19941019 0900 36239 2
CK #: 2168 CUST# 32541
CORP
100.00= 100.00

DATED: October 6, 1994


David B. Rovig