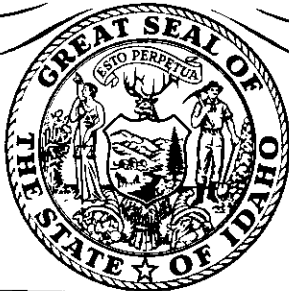


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

E.P.I.C. ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **Second** day of **May**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** 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

Riggins 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 **2nd** day of **May**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
E.P.I.C. ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, that we are all of legal age and are citizens of the United States of America and do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the Corporation shall be:

E.P.I.C. ENTERPRISES, INC.

and the principal place of business of this Corporation shall be Riggins, Idaho, but other offices and places of conducting business, both within and without the State of Idaho, may be established from time to time by the Board of Directors.

ARTICLE II.

The general nature of the business to be transacted by the Corporation and the objects and purposes for which the Corporation is formed, shall be to engage in the business of mining, assaying, refining, processing, research and development, manufacturing, buying and selling, and otherwise dealing in mines, mining, minerals, ores, and metallic and non-metallic ores and the products and by-products thereof; and in furtherance of the foregoing primary purposes of the Corporation the Corporation shall have and

exercise all the powers necessary, incidental to and desirable to carrying out said primary purposes, which said powers shall include, but not by way of limitation, the following:

1. To borrow, lend money and negotiate loans for the purchase of property, real and personal, whether necessary for working capital or not, or merely investment purposes.
2. To contract with individuals, partnerships, associations and subdivisions of any governmental entity or governments and corporations in the furtherance of the business of this corporation.
3. To acquire, all, or any part, of the good will, rights, property and business of any persons, partnership, association or corporation engaged in any business, whatsoever, whether similar to the business of this corporation or not, so long as same is permitted by law and to pay for same in such manner as this Corporation may deem proper.
4. To construct buildings on owned or leased property and to lease same to tenants for a period of any time allowed by law with no regard as to the limitation of the period of corporate existence.
5. To purchase, deal in, lend upon, invest, hold, mortgage, pledge, encumber, sell, transfer, assign, lease, convey or otherwise dispose of, or manage any real estate or personal property or any right or interest therein including the general improvement of property, and to

act as landlord, tenant, assignor, assignee and operator thereof.

ARTICLE III.

The duration of this Corporation is perpetual.

ARTICLE IV.

The affairs of this Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) members nor more than nine (9), as the stockholders may direct. The Directors need not be stockholders of the Corporation. The Directors shall be elected at the annual meeting of the stockholders and shall serve for one (1) year and until their successors are elected and qualified. The annual meeting of the stockholders of this Corporation shall be held on the second Monday in October of each year. Until the first annual meeting of the stockholders, and until their successors shall have been elected and qualified, the following named persons shall be the Directors and the Officers of this Corporation:

C. L. Cunningham	-- Director and President
Jerry C. Henderson	-- Director and Vice-President
William J. Marsh	-- Director and Secretary-Treasurer
George L. Morton	-- Director

It is expressly provided that one person may hold the office of Secretary and Treasurer.

ARTICLE V.

The amount of the authorized capital stock of this Corporation shall consist of twenty five thousand (25,000) shares of

the par value of One (\$1.00) Dollar per share. The stock shall be issued when paid for in cash, services or property, as fully paid and shall be forever non-assessable. The judgment of the Board of Directors as to the value of the property or services taken in exchange for stock shall be conclusive in the absence of fraud. That said stock is unrestricted and has full voting rights and bears no pre-emptiv rights.

ARTICLE VI.

The By-Laws of this Corporation shall be adopted and may be amended or revised by the Board of Directors, until and unless otherwise provided by resolution of the Stockholders.

ARTICLE VII.

The private property of the Stockholders of this Corporation shall be forever exempt from all corporate debts and liabilities.

ARTICLE VIII.

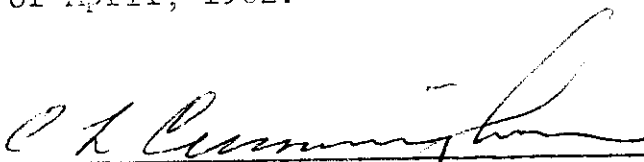
The names and Post Office address of each of the incorporators and the number of shares of stock for which each incorporator subscribes is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
C. L. Cunningham,	3335 East Van Buren, Phoenix, Arizona	<u>5000</u>
Jerry C. Henderson,	Riggins, Idaho	<u>5000</u>
William J. Marsh,	3921 East Elm Street, Phoenix, Arizona	<u>5000</u>
George L. Morton,	1437 East Edgemont, Phoenix, Arizona	<u>5000</u>

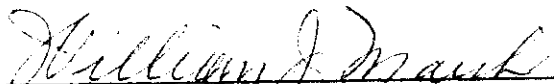
ARTICLE IX.

Jerry C. Henderson, a resident of Riggins, Idaho, is hereby appointed the lawful agent of this Corporation, for and in behalf of this Corporation, to accept and acknowledge service and upon whom may be served all necessary process or processes in any action, suit or proceeding that may be brought against this Corporation in any of the Courts of the State of Idaho, and for all purposes required by law. The Board of Directors of this Corporation may revoke this appointment of agent at any time and shall have power to fill any vacancy in such position.

IN WITNESS WHEREOF, we, the incorporators, have hereunto
set our hands this 18 day of April, 1962.


C. L. CUNNINGHAM


JERRY C. HENDERSON

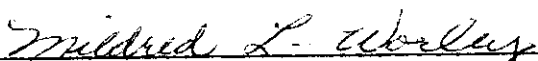

WILLIAM J. MARSH


GEORGE L. MORTON

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me this
18 day of April, 1962, by C. L. CUNNINGHAM, JERRY C. HENDERSON,
WILLIAM J. MARSH and GEORGE L. MORTON, known to me to be the
persons whose signatures are subscribed to the foregoing Articles
of Incorporation, who personally appeared before me and acknowledged
that they executed the same for the purpose and consideration
therein expressed.

WITNESS my official hand and seal.


Notary Public

(Notarial Seal)

My Commission Expires:

July 23, 1964