



CERTIFICATE OF AUTHORITY
OF

GOLDEN GATE MINERALS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of **GOLDEN GATE MINERALS, INC.**

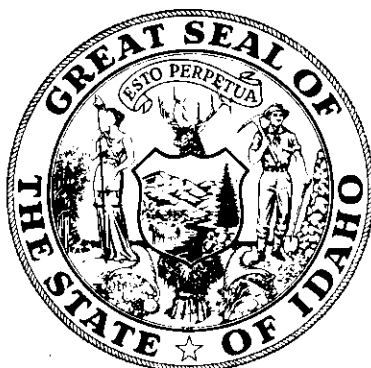
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to **GOLDEN GATE MINERALS, INC.**

to transact business in this State under the name **GOLDEN GATE MINERALS, INC.**

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **May 2, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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:

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SECRETARY OF STATE

1. The name of the corporation is Golden Gate Minerals, Inc.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is February 24, 1983 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 7100 West 44th Avenue, Suite 201, Wheatridge, CO 80033

6. The address to which correspondence should be addressed, if different from that in item 5 _____

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To carry on all business relating to the development and utilization of natural resources & to do all acts & things incidental to such businesses.

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

Name	Office	Address
George W. Mitchell	Director	1832 Mt. Zion Dr., Golden, CO 80401
John A. Dunkhase	Pres. & Director	7100 W. 44th Avenue, St. 201 Wheatridge, CO 80033
James C. Fisher	V.P., Treas., Dir.	7100 W. 44th Avenue, St. 201 Wheatridge, CO 80033
Leon Schoen	V.P. & Director	7100 W. 44th Avenue, St. 201 Wheatridge, CO 80033
Deborah Dunkhase	Secretary	7100 W. 44th Avenue, St. 201 Wheatridge, CO 80033

10. 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>200,000,000</u>	<u>common</u>	<u>\$.0001</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

11. 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
60,000,000	common	\$.0001

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

13. 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 April 18, 1983

Golden Gate Minerals, Inc.
By John A. Dunkhase
Its President
and Deborah Dunkhase
Its Secretary

STATE OF Colorado)
COUNTY OF Jefferson) ss:

I, Michael J. Schneider, a notary public, do hereby certify that on this 18th day of April, 1983, personally appeared before me John A. Dunkhase, who being by me first duly sworn, declared that he is the President of Golden Gate Minerals, Inc.

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

My commission expires: October 15, 1985

Michael J. Schneider
Notary Public

1410 Grant Street, #C-308, Denver, CO 80203

*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.

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CLERK OF DISTRICT COURT
SACRAMENTO, CALIF.

ARTICLES OF INCORPORATION
OF
GOLDEN GATE MINERALS, INC.

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The undersigned natural person, who is more than eighteen years of age, hereby establishes a corporation pursuant to the Statutes of Colorado and adopts the following Articles of Incorporation:

FIRST: The name of the corporation is Golden Gate Minerals, Inc.

SECOND: The corporation shall have perpetual existence.

THIRD: (a) Purposes. The nature, objects and purposes of the business to be transacted shall be as follows:

(1) to carry on all business relating to the development and utilization of natural resources and to do all acts and things incidental to such businesses; to explore for, mine, mill, concentrate, convert, smelt, treat, refine, prepare for market, manufacture, buy, sell, exchange and otherwise produce, process and deal in all kinds of ores, metals, minerals, oil, natural gas, timber and timber rights, water power and all other natural products and the products and by-products thereof of every kind and description and by whatever means the same can be and may hereafter be produced, processed, handled, or dealt in; and generally and without limit as to amount, to buy, sell, exchange, lease, acquire, deal in lands, mines and mineral rights and claims, timber and timber rights, interests in oil and gas

rights, plants, pipelines and all other means of property transmission and transportation, and to make all contracts and do all things proper, incidental and conducive to the complete attainment of such purposes.

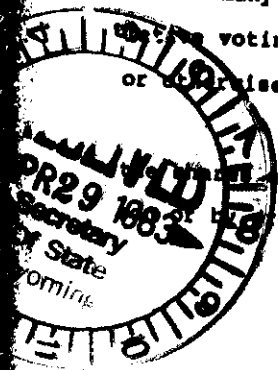
(ii) to transact all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code, as amended.

(b) Powers. In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

FOURTH: (a) The aggregate number of shares which the corporation shall have authority to issue is 200,000,000 shares of common stock having a par value of \$.0001 per share.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors, he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be permitted in the election of directors or otherwise.

(c) At all meetings of shareholders, one-third of those entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.



(d) The shareholders, by vote or concurrence of a majority of the outstanding shares of the corporation, or any class or series thereof, entitled to vote on the subject matter, may take any action which, except for this Article, would require a two-thirds vote under the Colorado Corporation Code, as amended.

(e) No shareholder of the corporation shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(f) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Colorado and these Articles of Incorporation.

FIFTH: The number of directors of the corporation shall be fixed by the bylaws and shall not be more than nine nor less than the number required by the Colorado Corporation Code, as amended. Three directors shall constitute the initial board of directors. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
John A. Dunkhase	7100 West 44th Avenue, Suite 201 Wheat Ridge, Colorado 80033

Leon Schoen

7100 West 44th Avenue, Suite 201
Wheat Ridge, Colorado 80033

James C. Fisher

7100 West 44th Avenue, Suite 201
Wheat Ridge, Colorado 80033

SIXTH: The address of the initial registered office of the corporation is 1410 Grant Street, Suite C-308, Denver, Colorado 80203. The name of its initial registered agent at such address is Michael J. Schneider. The corporation may conduct part or all of its business in any other part of Colorado, of the United States or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

SEVENTH: To the extent required by federal securities laws, the following legend will be placed on each share certificate issued by the corporation to restrict the transferability of the corporation's shares:

The shares represented by this certificate have not been registered under the Securities Act of 1933 (the "Act") and are "restricted securities" as that term is defined in Rule 144 under the Act. The shares may not be offered for sale, sold or otherwise transferred except pursuant to an effective registration statement under the Act or pursuant to an exemption from registration under the Act, the availability of which is to be established to the satisfaction of the corporation.

In addition, the board of directors is authorized to impose any restriction on the sale, pledge, transfer or other disposition of shares of the corporation by the shareholders which, in its sole discretion, is necessary or desirable for the corporation, including, but not limited to, those restrictions necessary to enable the corporation to comply with state or federal securities laws.

EIGHTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) Contracts with Directors, etc. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested directors; or (ii) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(b) Indemnification of Directors, etc. The corporation shall indemnify, to the extent permitted by law, any director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

(c) Negation of equitable interests in shares or rights. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to or interest in, such shares or rights deriving from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee, or transferee of any of the shares of the corporation shall not be entitled to receive

notice of the meetings of the shareholders; to vote at such meetings; to examine a list of the shareholders; to be paid dividends or other sums payable to shareholders; or to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

NINTH: The name and address of the incorporator is:

Michael J. Schneider
1410 Grant Street, Suite C-300
Denver, Colorado 80203

DATED the 24th day of February, 1983.

Michael J. Schneider
Incorporator

INCORPORATION

STATE OF COLORADO
CITY AND COUNTY OF DENVER

I, Marcel J. Lee a notary public, hereby certify that on the 24 day of February, 1986, personally appeared before me Michael S. Schneider, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator and that the statements therein contained are true.

My commission expires: February 17, 1986

DEPARTMENT OF STATE
NOTARY PUBLIC
STAFF

Marcel J. Lee
Notary Public
479 High Street
Denver, Colorado
Address



05240
MAILED TO 1/28/86