

C# 90965



**CERTIFICATE OF INCORPORATION
OF**

EXCALIBUR MINING AND EXPLORATION 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 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: December 18, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

Articles of Incorporation

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizen of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

ARTICLE 1

The name of the corporation is: EXCALIBUR MINING AND EXPLORATION CORPORATION.

ARTICLE 11

The corporation is to have perpetual existence.

ARTICLE 111

The purposes and objects for which the corporation is organized include Mining, exploration and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

ARTICLE 1V

The aggregate number of shares which the corporation shall have authority to issue is: 500
Such shares are to consist of one class only. The par value of each of such shares shall be .10, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

ARTICLE V

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

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ARTICE VI

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible to stock. Any stock or obligations issued by the corporation shall be first be offered to the stock holders of the corporation.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any of the provisions contained in the articles of Incorporation and that the rights of the shareholders are granted subject to that reservation.

ARTICLE VIII

The corporation reserves authority in the Board of Directors to make the bylaws of the corporation.

ARTICLE IX

The address of the initial registered office of the corporation is: 3105 WESTWOOD, POST FALLS, IDAHO 83854.

The name of the corporation's initial registered agent at such address is: EDWARD D. SMITH.

ARTICLE X

The number of directors constituting the initial Board of Directors is: FOUR (4).

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 qualify are: ROBERT D. PRATER, 10105 East Main Ave. Apt. #12, Spokane, Washington 99206, DIANE A. PRATER, 10105 East Main Ave. Apt. #12, Spokane, Washington 99206, ROBERT A. ANDERSEN, 11123 East 20th, Spokane, Washington 99206, and EDWARD D. SMITH, 3105 Westwood, Post Falls, Idaho 83854.

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ARTICLE XI

The names and address of each incorporator is as follows:

Name: ROBERT D. PRATER Address: 10105 East Main Ave. Apt.#12, Spokane, Washington 99206.

Name: DIANE A. PRATER Address: 10105 East Main Ave. Apt.#12, Spokane, Washington 99206.

Name: ROBERT A. ANDERSEN Address: 11123 East 20th, Spokane, Washington 99206.

Name: EDWARD D. SMITH Address: 3105 Westwood, Post Falls, Idaho 83854.

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) and seal(s) this 14th day of December 1989.

Robert D. Prater
ROBERT D. PRATER
Board of Directors

Robert A. Andersen
ROBERT A. ANDERSEN
Board of Directors

Diane A. Prater
DIANE A. PRATER
Board of Directors

Edward D. Smith
EDWARD D. SMITH
Board of Directors

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 14th day of December, 1989, before me, the undersigned, a Notary Public in and for said state, personally appeared ROBERT D. PRATER, DIANE A. PRATER, ROBERT A. ANDERSEN and EDWARD D. SMITH known to me to be the person(s) whose name(s) is/are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were person(s) of lawful age and citizen(s) of the United States of America.

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

Patricia Barrett
Notary Public for Idaho
Residing at:
My commission expires:

NOTARY PUBLIC for the state of Idaho
Residing at Hayden Lake, Idaho
My commission expires July 23, 1991

Articles of Incorporation

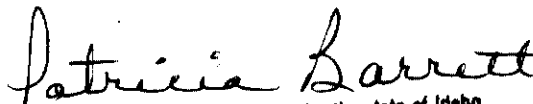
CONSENT TO APPOINTMENT AS REGISTERED AGENT

I EDWARD D. SMITH hereby consent to serve as Registered Agent, in the state of Idaho, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

December 14, 1989


EDWARD D. SMITH

Agent designated in Article IX



NOTARY PUBLIC for the state of Idaho
Residing at Hayden Lake, Idaho
My commission expires July 23, 1991