

CERTIFICATE OF INCORPORATION  
OF

GRANDE TRUNK RESOURCES, U.S., INC.

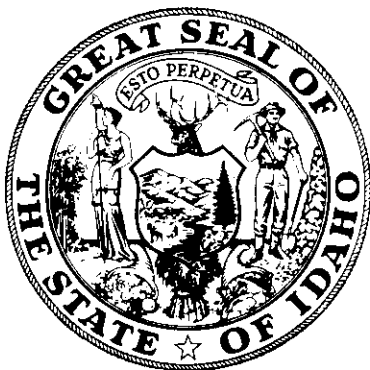
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

GRANDE TRUNK RESOURCES, U.S., INC.

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: **November 10, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

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OF

GRANDE TRUNK RESOURCES, U.S., INC. STATE

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is GRANDE TRUNK RESOURCES, U.S., INC.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in Idaho Code §§ 30-1-4 to 30-1-6, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 1,000 shares. The aggregate par value of said shares is \$1,000, and the par value of each share is \$1.00.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and

shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

#### ARTICLE V. PREEMPTIVE RIGHTS

Shareholders 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, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

#### ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is One Capital Center, Suite 701, Boise, Idaho 83702, and the name of its initial registered agent is Richard G. Smith.

#### ARTICLE VII. BOARD OF DIRECTORS


The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two, and the name and address of the persons who are to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Leslie M. Hart	301-580 Granville Street Vancouver, B.C. V6C 2K3
John P. Bradford	301-580 Granville Street Vancouver, B.C. V6C 2K3

ARTICLE VIII. INCORPORATOR

NAME	ADDRESS
Leslie M. Hart	301-580 Granville Street Vancouver, B.C. V6C1W8

DATED this \_\_\_\_\_ day of September, 1983.

  
\_\_\_\_\_  
Leslie M. Hart