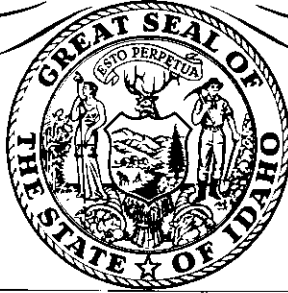


State of Idaho



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

ALLIED SILVER, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **January,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

Kellogg

in the County of

Shoshone

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 **24th** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

ALLIED SILVER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing:

I.

That the name of said corporation shall be ALLIED SILVER, INC.

II.

That the purposes for which this corporation is formed are to prospect for, locate, acquire by discovery, lease, license, option, purchase, franchise, grant, gift, devise, or otherwise hold, possess, enjoy, develop, mine, work, operate and exploit mines, mineral lands and claims, mining rights, metalliferous land and rights in Idaho, or elsewhere. Also to carry on the business in all its various branches of mining for gold, silver, tin, lead, iron and coal and other metals.

To construct, purchase, or otherwise acquire, maintain and operate, tunnels, sluices, reservoirs, ditches for mining, irrigation and transportation purposes. Also to purchase, lease or otherwise acquire land, mills, mill sites, tunnel sites, buildings, machinery, power houses, pumping plants, pump machinery, dump rights, flume rights, pipe, ditch rights, pipe lines, private railways, private tramways, private roads, easements, franchises, and licenses. Also to purchase, construct, lease, or otherwise acquire, operate and maintain, electric lighting and power plants and buildings, machinery, appliances, and equipment appertaining thereto. To purchase, construct, lease, or otherwise acquire, operate and maintain,

telegraph and telephone lines for the transmission of messages and sound by electricity. To furnish gas, water, electricity, power, heat, and light for mining, milling, agricultural, domestic and other uses and purposes and to sell, lease, or dispose of the same to such persons or corporations, and for such price or prices and on such terms and conditions as to this corporation may seem proper. To develop, sell, store, contract for, and generally deal in and dispose of to such persons or corporations, and for such price or prices and on such terms and conditions as to this corporation may seem proper, electrical and other power for the generation, distribution, and supply of electricity, for mining, heating and power purposes. To purchase, lease, or otherwise acquire, construct and maintain plants for the purpose of extracting values from the refractory ores. To purchase, treat, refine, extract, reduce, crush, calcine, smelt, concentrate and manipulate all kinds of ores, minerals and metalliferous substances with a view to obtaining therefrom gold, silver, tin, lead, copper, iron and other metals, combinations of metals or other valuable substances with a view to preparing the same for market. Generally to engage in smelting, reducing, crushing, refining, milling, treating, assaying and selling minerals, and ores of all kinds, classes and descriptions. To buy, sell, manufacture and generally deal in machinery, blasting powder, and high explosives of every description, fuses, caps, implements, candles and conveniences suitable for use in connection with mining and metallurgical operations. To purchase, lease or otherwise acquire lands for the purpose of erecting thereon office buildings, plants, workshops, dwelling houses, warehouses, stores, hotels, and other buildings in connection with the foregoing purposes. To purchase, locate, acquire, hold, improve, use, develop, and dispose of water, water rights, and water appropriations, and to acquire, establish, construct, use, and dispose of ditches, flumes,

pipes, pipelines and reservoirs. To buy, sell, and deal in goods, wares and merchandise of every class and description. To own, acquire, hold, operate, use, develop, lease, sell, transfer and convey timber and timber lands, and to purchase, acquire, erect construct, maintain and operate saw mills or other factories for the manufacture of lumber or timber products. To borrow money, to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of every kind without limit as to amount, and to secure the payment thereof by mortgage, deed of trust, pledge, or otherwise. To make, enter into and perform agreements and contracts of every kind and description.

To invest in, take over, buy, sell, pledge and exchange stock, shares, bonds and securities of this or other companies, whether incorporated under the laws of the several commonwealths or under the law of any foreign country; to make advances upon, hold in trust, buy and sell on commission, sell or dispose of any of the investments aforesaid or to act as auditor for any of the above, or like purposes. To hold, purchase or otherwise acquire, to sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds and securities issued or created by other corporations, and while the holder thereof to exercise all the rights and privileges of ownership, including the right to vote thereon. To cause or allow the legal title, estate and interest in any property acquired, established, or carried on by the company to remain or to be vested, or registered in the name of, or carried on by any other company or companies, foreign or domestic, formed or to be formed, and either upon trust for, or as agent or nominees of this company, or upon any other terms or conditions which the board of directors may consider for the benefit of this company, and to manage the affairs or take over and carry on the business of such company or companies so formed, or to be formed, either by acquiring the shares, stocks, or other securities thereof, or otherwise howsoever,

or to exercise all or any of the powers of holders of shares, stocks or securities thereof, and to receive and distribute as profits the dividends and interest on such shares, stocks or securities. To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by or any other contract, or obligation, or any corporation when in the judgment of its directors the same is proper or necessary for the business of the company and provided the required authority be first obtained from the board of directors for the purpose. To remunerate any person or persons, or corporations for services rendered to, or to be rendered in placing or assisting to place or guaranteeing the placing of any shares of the company's capital, or any debenture or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business. All the powers and purposes above enumerated are for mining and to be used in connection with mining only.

To do everything necessary, suitable or proper for the accomplishment of any of the purposes or the exercise of any of the powers hereinbefore set forth, and to do every act and thing incidental to or growing out of or connected with any of the aforesaid objects or purposes;

To conduct and carry on any and all business of the corporation, and to exercise any and all corporate powers and rights in the State of Idaho, and in the other states, territories and dependencies of the United States, and in the District of Columbia, and in any and all foreign countries.

III.

The total authorized capital of this corporation is \$1,000,000.00, divided into 10,000,000 shares of the par value of ten (\$.10)cents per share, and said shares shall be non-assessable.

IV.

That the registered office of the corporation in the State of Idaho, is the City of Kellogg, Shoshone County, State of Idaho.

V.

That the duration of said corporation shall be perpetual.

VI.

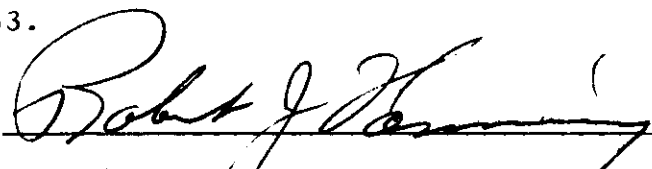


The number of directors of said corporation shall not be less than three (3) nor more than seven (7) in number.

VII.

The amount of capital stock of said corporation which has been actually subscribed is 3,000 shares, and the following are the names of the subscribers with the number and par value of the shares subscribed for by each:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Par Value</u>
Robert J. Fanning	Box 696 Kellogg, Idaho	1000	\$100.00
W. Ullrich	Box 696 Kellogg, Idaho	1000	\$100.00
A. Fanning	Box 696 Kellogg, Idaho	1000	\$100.00


IN WITNESS WHEREOF, we have hereunto set our hands this
18th day of January, A.D. 1963.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 18th day of January, A.D. 1963, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT J. FANNING, W. ULLRICH and A. FANNING, personally known to me to be the individuals who signed the within and foregoing instrument, and acknowledged to me that they executed the same.

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

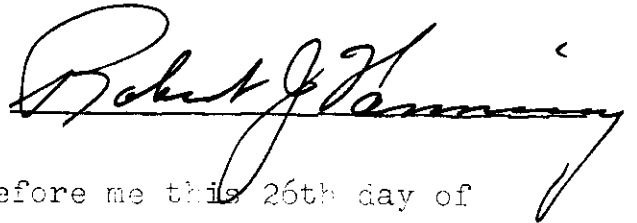

Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.
My commission expires:

A F F I D A V I T

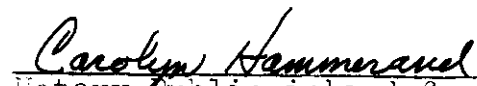
STATE OF IDAHO }
County of Shoshone) ss.

m ROBERT J. FANNING, being first duly sworn, on his
oath deposes and says:

That he is a licensed attorney practicing his
profession at Kellogg, Idaho, and has so practiced for more than
ten (10) years last past; that he is the attorney for the
incorporators of ALLIED SILVER, INC.; that the foregoing
corporation is a mining corporation and will not own a pro=
ductive mine; that it will be entitled to the exemption for
the payment of license as provided in Section 30-602, Volume 5,
of the Idaho Code; that the annual statement setting forth facts
showing that the corporation will be a non-productive mining
company entitled to such exemption will be filed immediately
following permanent organization.



Subscribed and sworn to before me this 26th day of
January, 1963.


Notary Public in and for the
State of Idaho, residing at:
Kellogg, Idaho.
My Commission expires 11-13-66