



CERTIFICATE OF INCORPORATION
OF

CARLYLE ASSOCIATES, INC.

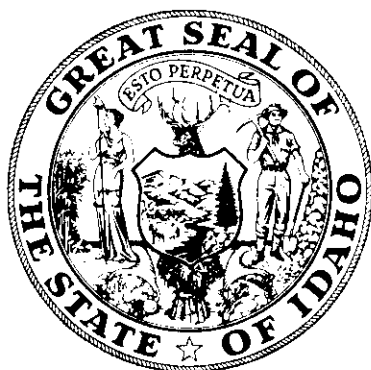
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CARLYLE ASSOCIATES, 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: **March 9, 1983**



SECRETARY OF STATE

by: _____

'82 MAR 9 PM 1:26

ARTICLES OF INCORPORATION

of

SECRETARY OF
STATE

CARLYLE ASSOCIATES, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is CARLYLE ASSOCIATES, INC.

II.

The corporation is to have perpetual existence.

III.

The corporation is organized for the primary purpose of exploration, development and mining of base metals, and for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV.

The authorized capital of the corporation consists of a single class of stock. The total number of authorized shares is 25,000 with a par value of \$1.00 and an aggregate par value of \$25,000.

V.

The holders of shares of stock of the corporation are not entitled to pre-emptive rights to purchase additional shares of stock.

VI.

The address of the initial registered office of the corporation is 1605 Ponderosa Drive, Idaho Falls, Idaho 83401.

VII.

The name of the initial registered agent of the corporation at the corporate address is James R. Carlyle.

VIII.

The initial board of directors shall consist of three (3) members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until a successor is elected and qualifies are:

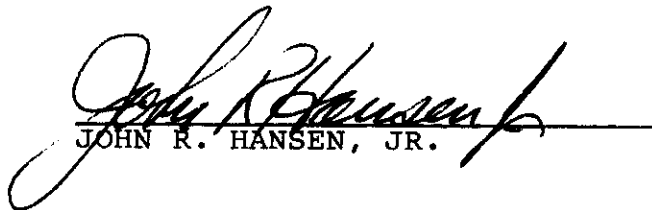
<u>Name</u>	<u>Address</u>
James R. Carlyle	1605 Ponderosa Drive Idaho Falls, Idaho 83401
Beverly J. Carlyle	1605 Ponderosa Drive Idaho Falls, Idaho 83401
Robert A. Grogan	242 Buena Vista Avenue Mill Valley, California 94941

IX.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John R. Hansen, Jr.	1510 Warm Springs Avenue Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned has executed this document this 9 day of March, 1983.


JOHN R. HANSEN, JR.