



**Department of State.**

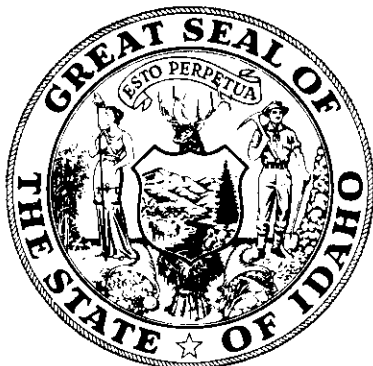
**CERTIFICATE OF AUTHORITY  
OF**

***STRATEGIC MINERALS INC.***

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ***STRATEGIC 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 ***STRATEGIC MINERALS INC.*** to transact business in this State under the name ***STRATEGIC MINERALS INC.*** and attach hereto a duplicate original of the Application for such Certificate.

Dated ***July 29***, 19 ***81***.



*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:

1. The name of the corporation is STRATEGIC MINERALS INC.
2. \*The name which it shall use in Idaho is STRATEGIC MINERALS INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is June 16, 1981 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 100 West Tenth Street, Wilmington, Delaware 19801
6. The 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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Mining exploration and development
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Frank H. Crierie	Chairman of the Board & Director	2701 East Camelback Road Phoenix, Arizona 85016
Stanley W. Holmes	President and Director	Commerce Court West Toronto, Canada M5 1G1
Bernard H. Fishman	Vice Pres., Secy. and Director	645 Fifth Avenue New York, New York 10022
Mary Jane Hubener	Assistant Secretary	645 Fifth Avenue New York, New York 10022

9. 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>1,000</u>	<u>Common</u>	<u>\$.01</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

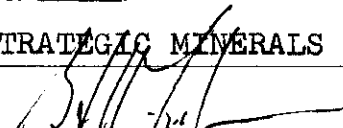
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>Common</u>	<u>\$.01</u>

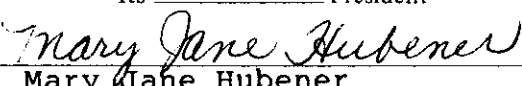
11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. 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 July 22, 19 81

STRATEGIC MINERALS INC.

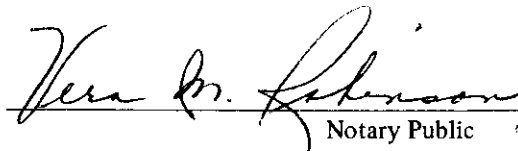
By   
Bernard H. Fishman  
Its Vice- President

and   
Mary Jane Hubener  
Its Assistant Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss:

I, Vera M. Robinson, a notary public, do hereby certify that on this 22nd day of July, 19 81, personally appeared before me Bernard H. Fishman and Mary Jane Hubener ~~they~~ <sup>they</sup> who being by me first duly sworn, declared that ~~are~~ <sup>are</sup> ~~the~~ <sup>the</sup> Vice President and Assistant Secretary of STRATEGIC MINERALS INC.

~~they~~ <sup>they</sup> Vice President and Assistant Secretary of the corporation and that the statements therein contained are true.

  
Notary Public

\*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.

JUL 29 8 19 04 '81  
RECORDED & INDEXED

CERTIFICATE OF INCORPORATION

OF

STRATEGIC MINERALS INC.

\* \* \* \* \*

1. The name of the corporation is

STRATEGIC MINERALS INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares and the par value of each of such shares is One Cent (\$.01), amounting in the aggregate to Ten Dollars (\$10.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street, Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street, Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street, Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 16th day of June , 1981.

K. L. Husfelt

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K. L. Husfelt

B. A. Schuman

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B. A. Schuman

E. L. Kinsler

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E. L. Kinsler



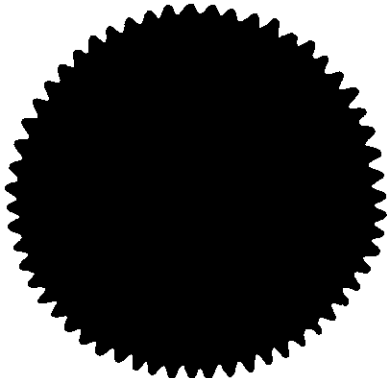
# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
 Certificate of Incorporation of the "STRATEGIC MINERALS INC.", as received and filed in  
 this office the sixteenth day of June, A.D. 1981, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* twenty-second *day*  
*of* July *in the year of our Lord*  
*one thousand nine hundred and* eighty-one.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State