

CERTIFICATE OF INCORPORATION  
OF

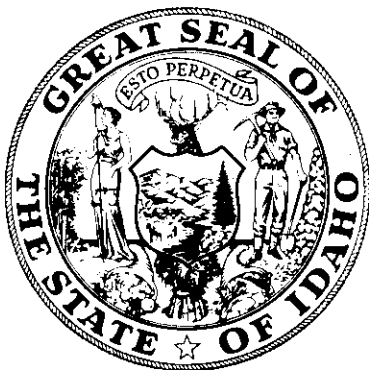
SOUTHERN STAR RESOURCES, INC.

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 SOUTHERN STAR RESOURCES, 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: **December 16, 1983**



SECRETARY OF STATE

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

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ARTICLES OF INCORPORATION

OF

SOUTHERN STAR RESOURCES, INC.

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, citizen of the United States of America, over the age of twenty-one years, do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be SOUTHERN STAR RESOURCES, INC.

ARTICLE II.

The corporation existence shall be perpetual.

ARTICLE III.

The registered agent shall be and the location and address of the corporation's registered office in the State of Idaho shall be ALDEN HULL, P. O. Box 709, 415 Seventh Street, Wallace, Idaho 83873.

ARTICLE IV.

The objects and purposes for which this Corporation is formed are as principals, agents, or otherwise, to do in any part of the world any and every of the things therein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, I do expressly provide that the Corporation shall have power:

(a) In the regular course of business to purchase, sell, option, own, locate, lease or otherwise acquire, mortgage and dispose of lands, mines, mining claims and mineral rights; and any interest in realproperty, to own, handle and control letters patent and inventions; to use and to own, enter, apply for

patents for mines, millsites, mills, water-rights, tunnels and rights of way; to work, prospect, explore, exploit and develop mines and mineral lands of every kind and nature and wherever the same may be situated, and to carry on every operation of the business of mining, milling and producing zinc, lead, gold, silver and any and all other metals and minerals of any kind and character and to sell and dispose of the same and the by-products thereof, and to do everything that may be necessary or proper in the conduct of the business of working such mines and mineral lands and the production of ores and to buy, sell, contract for, own, erect, and operate all mills, smelting and other ore reduction works, sawmills, machinery, roads, tramways, ditches, flumes, water rights, power plants of any and all kinds whatsoever, and to develop and use electricity for power and lighting purposes, and to file upon water rights for any and all purposes.

(b) To take, hold, lease, mortgage, own, purchase, or acquire by operation of the law or otherwise, real property or any interest therein or appurtenant thereto, including storerooms, sawmills, store buildings and any part thereof, or any interest therein, or to sell, lease, exchange, mortgage or hypothecate real estate or any interest therein and to engage in any and all undertakings and business necessary and proper to the improvement and betterment of any of the land or real property or interest therein, owned or otherwise acquired, or to be owned or otherwise acquired by said corporation, or in any other lands in which the said corporation may have any interest, and to handle and deal in any land, interest in land, or other property or interest therein, of said corporation in any manner it may desire.

(c) To enter into, make, perform and carry out any and all contracts or agreements of every kind, amount and character

with any person, firm, association, corporation, Federal or State government or any political subdivision, or corporation or agency thereof.

(d) In the regular course of business to purchase, own, sell, convey, mortgage, pledge, exchange acquire by merger or operation of law or otherwise, personal property of every kind and character, debts, dues and demands or causes of action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the Corporation may deem necessary and convenient for its business or otherwise.

(e) To borrow and lend money from and to any person, firm, corporation, association, or federal or state government or any political subdivision, or corporation or agency thereof, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation, or otherwise.

(f) To own, hold, lease, or sublet or to conduct on its own account, or for any person, firm association, corporation, or federal or state government or any political subdivision, or corporation or agency thereof, all and every kind of merchandise, business or property necessary or proper to carry on an account of the business of said corporation.

(g) To build any and all necessary shops, buildings, storerooms, boarding houses, sleeping quarters, sawmills and structures at any place proper and convenient to carry on any

or all of the business of said Corporation.

(h) To do and perform every act and thing necessary to carry out the above enumerated purposes or as may be authorized by the Laws of the State of Idaho, particularly Section 30-1-4, Idaho Code, as the same may be amended from time to time, or calculated directly or indirectly to the advancement of the interest of the corporation, or to the enhancement of the value of its stock, holdings and property of any kind or character.

#### ARTICLE V.

This company shall be capitalized for \$1,000.00. The total authorized stock of this corporation shall be divided into 1,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Said shares shall be non-assessable and shall be equal in all respects to every other share. Each share shall have preemptive rights.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

#### ARTICLE VI.

The corporate powers of this corporation shall be vested in a Board of Directors of not less than two and no more than six members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. A Director of this corporation need not be a shareholder therein. Directors who are to serve for the first corporate year shall be selected by the incorporator. Unless otherwise determined by the shareholders, the Board of Directors by resolution, shall from time to time fix the number of

directors within the limit herein provided. Two shall constitute the initial Board.

ARTICLE VII.

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Alden Hull	P. O. Box 709 Wallace, Idaho 83873

ARTICLE VIII.

The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
John S. Watt	4th Floor, 321 Water Street Vancouver, B.C. V6B1B8
Tony Floyd	404-595 Howe Street Vancouver, B.C. V6C2T5

ARTICLE IX.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws of this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws.

ARTICLE X.

No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or

transaction or because his or their votes are counted for such purposes, if:

(a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested directors may participate to the extent that they are also shareholders; or

(c) the contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

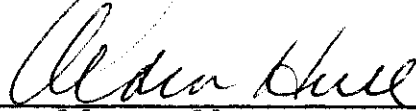
Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE XI.

That for purposes of shareholders meetings, special or annual, a quorum shall be a majority of the shares entitled to vote, represented in person or by proxy. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the

subject matter shall be the act of the shareholders.

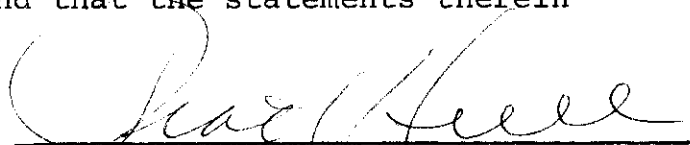
IN WITNESS WHEREOF, I have hereunto set my hand in  
quaduplicate this 13<sup>th</sup> day of December, 1983.



Alden Hull

STATE OF IDAHO           )  
                                  ) ss.  
County of Shoshone    )

I, PIATT HULL, a Notary Public, do hereby certify  
that on this 13 day of December, 1983, personally  
appeared ALDEN HULL who being by me first duly sworn,  
declared that he is the person who signed the foregoing  
document as incorporator, and that the statements therein  
contained are true.



Notary Public in and for the State of  
Idaho. Residing at: Wallace  
Idaho.

My Commission expires: Lifetime