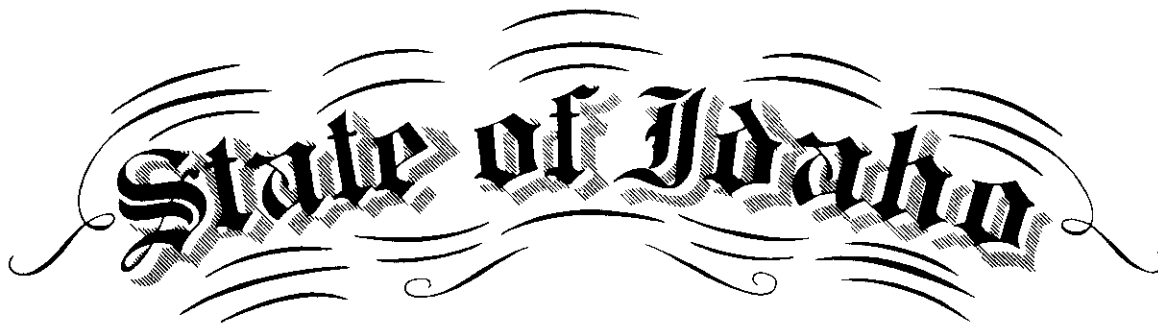


66531



Department of State.

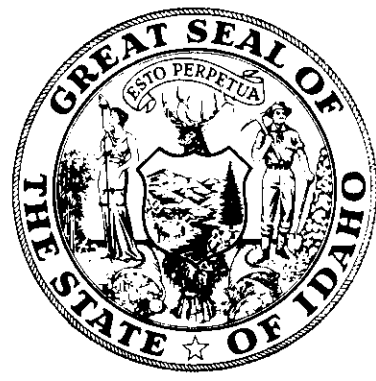
**CERTIFICATE OF WITHDRAWAL
OF**

BEAR VALLEY MINERALS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BEAR VALLEY MINERALS, INC. for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated June 18, 19 90.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

RECORDED
SEC. 6
30 JUN 1990

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is BEAR VALLEY MINERALS, INC.
_____. The name which it used in Idaho is _____
BEAR VALLEY MINERALS, INC.
2. It is incorporated under the laws of Colorado.
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is One Tabor Center,
Suite 2500, 1200 Seventeenth Street, Denver, Colorado 80202
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By BEAR VALLEY MINERALS, INC.
Gerald W. Grandey
Its _____ President

And Rich A. Munson
Its Assistant Secretary

STATE OF COLORADO)
CITY AND) ss:
COUNTY OF DENVER)

I, Karen L. Lee, a notary public, do hereby certify that on this
15th day of June, 1990, personally appeared
before me GERALD W. GRANDEY, who being by me first duly sworn,
declared that he is the President of BEAR VALLEY MINERALS, INC.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.

My Commission expires June 8, 1991

Karen L. Lee
Notary Public