

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CONTINENTAL QUICKSILVER, 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 the above named corporation, 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: November 16, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra M. Huxley*

ARTICLES OF INCORPORATION

OF

CONTINENTAL QUICKSILVER, INC.

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The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Idaho Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is Continental Quicksilver, Inc.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is organized, which shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, are as follows:

To purchase, locate, lease, or otherwise acquire; to own, hold, use, prospect, explore, work, convey or otherwise dispose of and deal in; mines, mining claims, mining rights, mineral lands, water rights, water and other real property and any interest therein;

To quarry, mine, mill, smelt, refine, dress, amalgamate and prepare for market all types of ore, metal and mineral substances;

To buy, sell, manufacture and deal in any of the foregoing and in plants, machinery, implements, conveniences, provisions and things capable of being used in connection with the operations of this corporation, or necessary or convenient to persons working in connection therewith;

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the powers herein before set forth either alone or in association with other corporations, firms or individuals.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to

invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation.

To purchase, hold, sell and transfer the shares of its own capital stock.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Idaho Business Corporation Act.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100, all of which are of a par value of \$10.00 each and are of the same class and are to be Common shares.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of

Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The address of the initial registered office of the corporation in the State of Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, City of Boise 83702, County of Ada; and the name of the initial registered agent of the corporation at such address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is three (3).

The name and the address of each of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph J. Sum	325 North Wells Street, 9th Floor, Chicago, IL 60610
James G. Gidwitz	325 North Wells Street, 9th Floor, Chicago, IL 60610
William A. Ryan	325 North Wells Street, 9th Floor, Chicago, IL 60610

EIGHTH: The name and the address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cecil R. Ostheimer	The Prentice-Hall Corporation System, Inc., 33 N. LaSalle St., #1925, Chicago, IL 60602

NINTH: 1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Idaho Business Corporation Act, distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or property.

2. The corporation shall have the power to acquire its shares from unreserved and unrestricted capital surplus available therefor.

3. The corporation shall, to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said

provisions and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw of resolution adopted by the shareholders entitled to vote thereon after notice, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director of officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: No shareholder of the corporation entitled to vote in the election of directors shall be entitled as of right to cumulative voting in any such election.

ELEVENTH: These Articles of Incorporation shall upon the filing thereof by the Secretary of State of the State of Idaho constitute an acceptance in binding form of the provisions of the Constitution of the State of Idaho by the corporation.

Signed on November 11 , 1987.



Cecil R. Ostheimer, Incorporator