

State of Idaho

Department of State

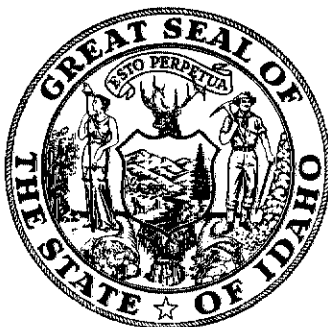
CERTIFICATE OF INCORPORATION OF

LA ESPERANZA INTERNATIONAL MINING, INCORPORATED
File number C 112736

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 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

Nov 21 11 30 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

LA ESPERANZA INTERNATIONAL MINING, INCORPORATED

IDAHO SECRETARY OF STATE

11/14/95 9:00:00 AM

Customer # 48936

IVCS60024172 32768

CERTIFIED COPIES

2 @ 10.00 = 20.00

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the corporation:

ARTICLE I. NAME

The name of the Corporation La Esperanza International Mining, Incorporated.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

SECTION 1 The purpose for which the Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

SECTION 2 The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

SECTION 1 NUMBERS The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 100. The stock shall have \$2,000 par value.

SECTION 2 DIVIDENDS The holders of the common shares shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

SECTION 3 STOCK NONASSESSABLE The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

SECTION 4 VOTING POWER The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each member of Corporation regardless of percentage of stock percentage.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the corporation is 119 7th Avenue South #2, Nampa, Idaho 83651, and the name of its initial registered agent is Sylvester Castaneda.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Sylvester Castaneda	119 7th Avenue South #2, Nampa, Idaho 83651
Jose S. Pinto	Tocoa, Colon Honduras

ARTICLE VIII. INCORPORATOR

NAME

ADDRESS

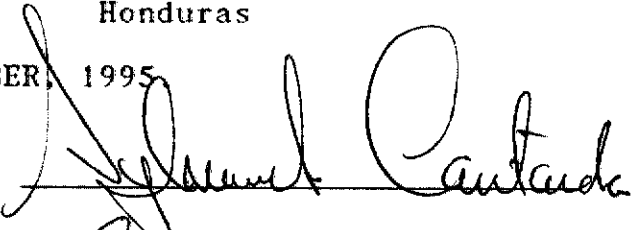
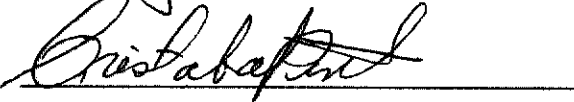
Sylvester Castaneda

119 7th Avenue South #2,
Nampa, Idaho 83651

Jose S. Pinto

Tocoa, Colon
Honduras

DATED THIS 17TH DAY OF NOVEMBER, 1995

STATE OF IDAHO

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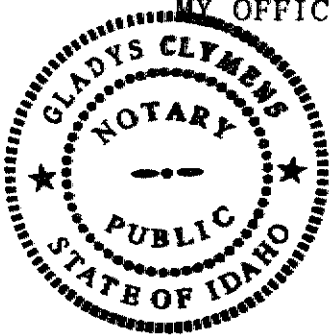
) ss.


COUNTY OF CANYON

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On this 17th day of November, 1995, before me the undersigned Notary Public in and for the State of Idaho, personally appeared Jose S. Pinto and Sylvester Castaneda known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, THE DAY AND YEAR ABOVE WRITTEN HEREIN.




NOTARY PUBLIC FOR IDAHO
RESIDING AT Mendota, Id
MY COMMISSION EXPIRES 6-7-97

November 17, 1995

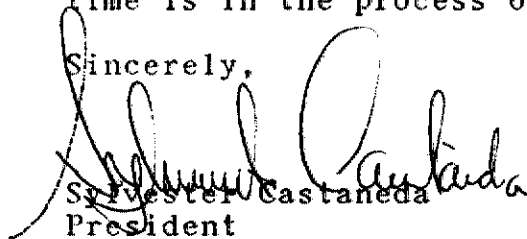
TO WHOM IT MAY CONCERN:

Hereby, La Esperanza Mining Company, Inc. consents for registration of La Esperanza International Mining, Inc.

Furthermore, La Esperanza Mining Company has no relationship, no interest, and no connection of any manner or form or economical or legal interests of any kind. La Esperanza International Mining, Inc. may carry on business as they best decide.

For your knowledge, La Esperanza Mining Company, Inc. has no assets, no debts, and has not been in business, and at this time is in the process of being Administrative dissolved.

Sincerely,


Sylvester Castaneda
President

STATE OF IDAHO
COUNTY OF

ss.

day of November in the

year 1995 before me, a Notary Public, personally appeared

known or identified to me to be the President of the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Notary Public

Residing at

6-7-91

Corporation

Stock No. 101-3574 (8-86)

