

CERTIFICATE OF INCORPORATION
OF

AZTEC GOLD & SILVER MINES, LTD.

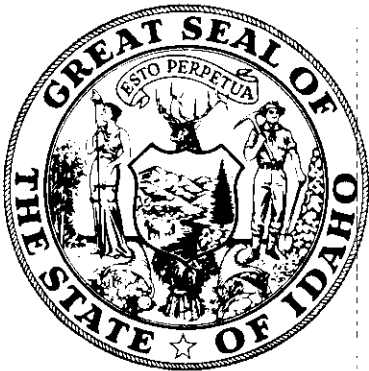
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

AZTEC GOLD & SILVER MINES, LTD.

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: **April 23, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Hiner*

ARTICLES OF INCORPORATION OF
AZTEC GOLD & SILVER MINES, LTD.

JAMES L. AUBERT and WILLIAM T. JACOBSON, being each over the age of twenty-one (21) years of age and citizens of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be AZTEC GOLD & SILVER MINES, LTD.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

This corporation shall have the authority to issue ten million (10,000,000) shares of capital stock of the par value of \$0.05 per share. There shall be no other class or shares of stock in this corporation.

ARTICLE V

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities

convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

ARTICLE VI

The board of directors shall have full power to adopt, alter, amend, or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the bylaws.

ARTICLE VII

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE VIII

The address of the registered office of this corporation is 524 Bank Street, (P.O. Box 1) Wallace, Idaho 83873, and the name of its registered agent at such address is James L. Aubert.

ARTICLE IX

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be two (2), and they shall serve until the first meeting of shareholders and until their successors are elected and qualified, and their names and post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James L. Aubert	P.O. Box 1 Wallace, Idaho 83873
William T. Jacobson	Hunter Addition Mullan, Idaho 83846

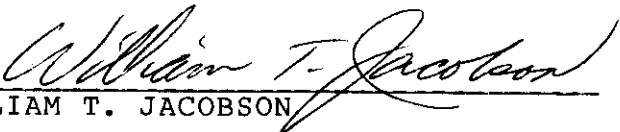
ARTICLE X

The names and post office addresses of each of the incorporators of this corporation are as follows:

NAME	ADDRESS
James L. Aubert	P.O. Box 1 Wallace, Idaho 83873
William T. Jacobson	Hunter Addition Mullan, Idaho 83846

The incorporators have signed these articles of incorporation this 16th day of April, 1984.

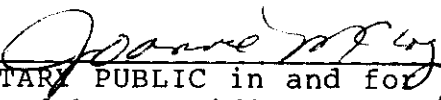

JAMES L. AUBERT


WILLIAM T. JACOBSON

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 16th day of April, 1984, before me, the undersigned, a Notary Public for Idaho, personally appeared JAMES L. AUBERT and WILLIAM T. JACOBSON, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they had executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC in and for the State
of Idaho, residing at Wallace

Notary Public for the State of Idaho
My Comm. Expires _____
My Comm. No. _____