State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY
OF

LETTS RESOURCES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **LETTS RESOURCES, INC.** for a Certificate of Authority to transact business in 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 Authority to **LETTS RESOURCES, INC.** to transact business in this State under the name **LETTS RESOURCES, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 28**, 19 **82**.

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

CAU 779

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code,** the undersigned Corporation submits a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

SECRETARY OF STATE

JUL 28 8 45 AM '82 SECRETARY OF STATE

1. The name of the corporation is Letts Resources, Inc.

2. *The name which it shall use in Idaho is Letts Resources, Inc.

3. It is incorporated under the laws of State of Colorado.

4. The date of its incorporation is 4-1-81 and the period of its duration is Perpetual.

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1600 Broadway Suite 690 Denver, Colorado 80202.

6. The street address of its proposed registered office in Idaho is Suite A Center Plaza Bldg. P.O. Box 1391 Pocatello, ID 83201, and the name of its proposed registered agent in Idaho at that address is Louis Racine.

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

See attached schedule

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
J.K. Letts	President/Treas.	3355 S. Newport Denver, CO
L.R. Johnson	Vice President/ Sect.	2701 Iris Avenue Boulder, CO

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500,000	Common	no par value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	no par

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 10, 19 82

By _____

Its President

and _____

Its Secretary

STATE OF Colorado)
)ss:
COUNTY OF Denver)

I, Anne Cunningham, a notary public, do hereby certify that on this 10th day of May, 19 82, personally appeared before me J. K. Letts, who being by me first duly sworn, declared that he President Letts Resources, Inc.

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

_____
Notary Public

My Commission expires November 14, 1982

*Pursuant to section 30-1-108(b)(1), **Idaho Code,** if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

TELEPHONE (303) 861-0772

LETTS RESOURCES, INC.
SUITE 690
COLORADO STATE BANK BUILDING
1600 BROADWAY
DENVER, COLORADO 80202

SCHEDULE TO APPLICATION FOR CERTIFICATE OF AUTHORITY
To the Secretary of State of Idaho.

Line 7. Purpose or Purposes in the transaction of business in the State of Idaho.

1. To explore for, locate, patent, purchase, lease, file claims for, exchange, trade for, or otherwise acquire, and to hold, own, use, operate, work, extend, improve, develop, and to sell, exchange, assign, transfer, mortgage, grant security interests in, lease or otherwise dispose of, in whole or in part, and whereever situated, mines, mining rights and claims, metalliferous lands, quarries, quarry rights, water, water rights, ditches, reserviors, oil and gas properties and interests therin, geothermal properties and interests therein, and any rights, rights of way, easements, privileges, permits, or franchises suitable or convenient for any of the purposes of the business.

2. To generally engage in any lawful business.

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ARTICLES OF INCORPORATION

OF

LETTS RESOURCES, INC.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Colorado Corporation Law, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be LETTS RESOURCES, INC..

ARTICLE II

Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which the Corporation is organized are:

1. To acquire by lease, option, purchase, locate, file claims for, [illegible] [illegible], or otherwise acquire, and to hold, own, use, [illegible] [illegible], [illegible], improve, develop, and to sell, exchange, assign, [illegible], mortgage, grant royalty interests in, lease or otherwise dispose of, in whole or in part, any and all [illegible], [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible] [illegible]

ARTICLE IV

Authorized Shares

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue shall be 10,000 shares, of which [illegible] shall be shares of Common Stock without par value, and [illegible] shares of Preferred Stock of no par value per share.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock shall be as follows:

1. The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited but not to exceed one vote per share, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in this Certificate of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

a. the designation of such series;

b. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes of capital stock of the Corporation, and whether such dividends shall be cumulative or noncumulative;

[illegible] the shares of such series shall be subject to [illegible] redemption, and if such shares be so [illegible] the times, prices and other terms and conditions on which [illegible]

[illegible] shall be [illegible] to more than one vote for each share of such Preferred Stock held by him;

g. The restrictions and conditions, if any, upon the issue or subsequent issuance of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution;

h. The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

2. Except as otherwise required by law and except for such voting rights with respect to the election of directors or other matters as may be granted by the resolution of the Board of Directors creating any series of Preferred Stock, the holders of any such series shall have no voting rights whatsoever.

ARTICLE V

Cumulative Voting

Cumulative voting of shares of stock authorized to vote shall not be allowed.

ARTICLE VI

[illegible]

[illegible]

[redacted] The registered agent at that [redacted]

[redacted]

The address of the principal place of business of the Corporation is [redacted] Denver, Colorado [redacted].

[redacted]

The number of directors constituting the initial Board of Directors of the Corporation is three, and the name 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:

[redacted]

[redacted]

[redacted]

[redacted]

The name and address of the incorporator is:

[redacted]

STATE OF COL

COUNTY OF DE

I, [redacted]

State of Colorado

1984, [redacted]

[redacted]

[redacted]

IN WITNESS

[redacted] day of [redacted]

My commission

STATE OF COLORADO
COUNTY OF [illegible] } ss.

I, [illegible], a Notary Public, in and for the State of Colorado, hereby certify that on the [illegible] day of [illegible], 19[illegible], personally appeared before me [illegible] and [illegible], to me known, declared that he is the person that signed the foregoing instrument as witnesses and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this [illegible] day of [illegible], 19[illegible].

My commission expires: [illegible]

Notary Public

STATE OF COLORADO
DEPARTMENT OF
STATE

I hereby certify that this is a true and complete copy of the document as filed in this office and admitted to record in File No. [illegible]

DATED: [illegible], 19[illegible]

Secretary of State