



CERTIFICATE OF INCORPORATION
OF

MARANATHA MANAGEMENT CO., INC.

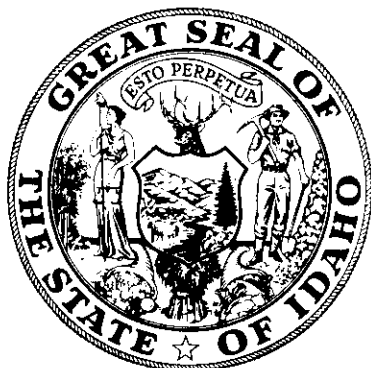
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MARANATHA MANAGEMENT CO., INC.

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: December 8, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gursu*

ARTICLES OF INCORPORATION

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MARANATHA MANAGEMENT CO., INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Business Corporation Act of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is

MARANATHA MANAGEMENT CO., INC.

SECOND: The purposes and objects for which the corporation is formed are:

To engage in general management and supervision of mining and milling organizations.

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

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered office of the corporation in the State of Idaho shall be First Interstate Bank Building, 700 W. Idaho, in the City of Boise, County of Ada, and its registered agent at that address is the United States Corporation Company.

FIFTH: The total authorized number of shares that the corporation is authorized to issue is ten thousand (10,000) shares, all of which are without par value.

SIXTH: The name and post office address of the sole incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
Judy Kaminsky	70 Pine Street, New York, New York 10270

SEVENTH: The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Judy Kaminsky	70 Pine Street, New York, New York 10270

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

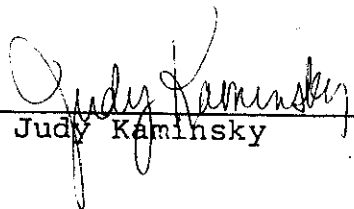
By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

NINTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of November, 1981.

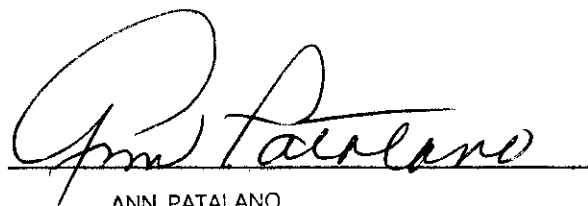


Judy Kaminsky (L.S.)

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 23rd day of November in the year 1981, before me, Ann Patalano, a Notary Public in and for said State, personally appeared, Judy Kaminsky, to me known to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

A handwritten signature in cursive script, appearing to read "Ann Patalano", is written over a horizontal line.

ANN PATALANO
Notary Public, State of New York
No. 41-3030105
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1982