

State of Idaho

Department of State

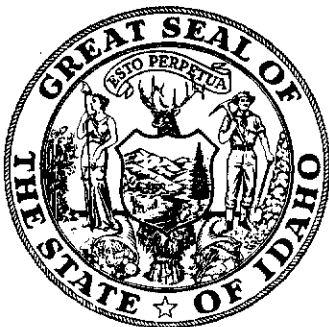
CERTIFICATE OF INCORPORATION OF

GOLDEN EAGLE GEMS & PRECIOUS METALS CORPORATION
File number C 117111

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 12, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

Articles of Incorporation

Nov 12 2 24 PM '96

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS; That we, the undersigned naturel persons of lawful age and citizen(s) of the United State of America, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code), do hereby certify as follows:

ARTICLE I

The name of the corporation is: GOLDEN EAGLE GEMS & PRECIOUS METALS CORPORATION.

ARTICLE II

The purpose and object for which the corporation is organized include MINING, MILLING, PROCESSING OF GEMSTONES AND PRECIOUS METALS, LAPIDARY, SOUVENIR MANUFACTURE, and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is; 1,000,000 (One Million), such shares are to consist of one class only. The par value of each of such shares shall be NONE (no par value), which stock shall not be issued until fully paid for, and once so issued shall be non-assessable.

ARTICLE V

All of the shares of stock issued shall be common stock and all shares shall have equal value, without preferences, limitation or differences in relative rights with respect to other shares.

IDAHO SECRETARY OF STATE
DATE 11/12/1996 0900 38729

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CK #: 94177173 CUST# 72263

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Articles of Incorporation

ARTICLE VI

Stockholders 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, or to obligation of the corporation convertible to stock. Any stock or obligations issued by the corporation shall be first be offered to the stockholders of the corporation.

ARTICLE VII

Stock may be issued by the corporation from time to time for such consideration, including (without limitation) labor, service, money, or property, as may be fixed by resolution of the Board of Directors from time to time.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in the articles of incorporation and that the rights of the shareholders are granted subject to that reservation.

ARTICLE IX

The corporation reserves authority in the Board of Directors to make the bylaws of the corporation.

ARTICLE X

The address of the initial registered office of the corporation is 2600 East Third #108, Post Falls, Idaho 83854, Telephone (208)773-3317. The name of the corporation's initial registered agent at such address is JIMMIE LEE STUTZMAN.

Articles of Incorporation

ARTICLE XI


The number of directors constituting the initial Board of Directors is; 4 (four).

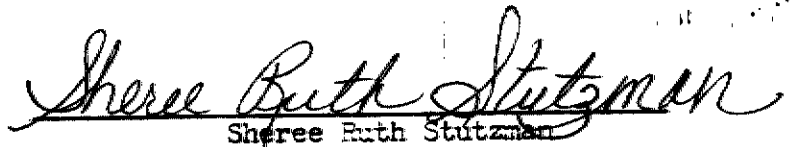
The names and address of the person(s) who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are; JIMMIE LEE STUTZMAN, 2600 East Third #108, Post Falls, Idaho 83854, SHEREE RUTH STUTZMAN, 2600 East Third #108, Post Falls, Idaho 83854, DIANE A. PRATER, 2422 N. 8th Street, Coeur d'Alene, Idaho 83814 and ROBERT D. PRATER, 2422 N. 8th Street, Coeur d'Alene, Idaho 83814.

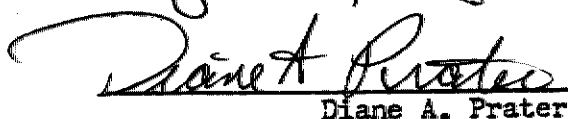
ARTICLE XII

The name(s) and address of each incorporator is as follows; JIMMIE LEE STUTZMAN, 2600 East Third #108, Post Falls, Idaho 83854, SHEREE RUTH STUTZMAN, 2600 East Third #108, Post Falls, Idaho 83854, DIANE A. PRATER, 2422 N. 8th Street, Coeur d'Alene, Idaho 83814 and ROBERT D. PRATER, 2422 N. 8th Street, Coeur d'Alene, Idaho 83814.

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) and seal(s) this 8th day of November, 1996.


Jimmie Lee Stutzman


Sheree Ruth Stutzman

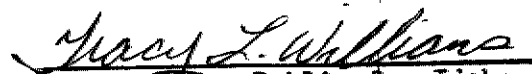

Diane A. Prater


Robert D. Prater

STATE OF IDAHO)
COUNTY OF KOOTENAI) ss.

On this 8th day of November, 1996, duly sworn before me, the undersigned a Notary Public in and for said State, personally appeared JIMMIE LEE STUTZMAN, SHEREE RUTH STUTZMAN, DIANE A. PRATER and ROBERT D. PRATER, known to me to be the person(s) whose name(s) is/are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same and that they were person(s) of lawful age and citizen(s) of the United States of America.

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

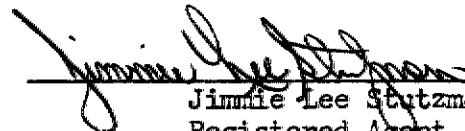

Notary Public for Idaho
Residing at; Washington
My Commission Expires; 10/3/2001

Articles of Incorporation

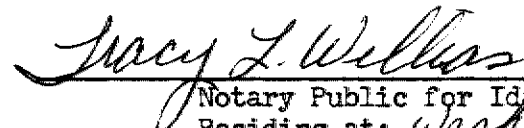
CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, JIMMIE LEE STUTZMAN, hereby consent to serve as "REGISTERED AGENT", in the State of Idaho, for GOLDEN EAGLE GEMS & PRECIOUS METALS CORPORATION. I, understand that as agent for the Corporation, it will be my responsibility to accept Service of Process in the name of the Corporation, to forward Corporate license renewal mailings to the Corporation, and to immediately notify the office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the Corporation, for which I am agent.

Dated this 8th day of November, 1996.



Jimmie Lee Stutzman
Registered Agent



Notary Public for Idaho
Residing at; Washington
My Commission Expires; 10/3/2001